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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning JUL 1, 2012, and ending JUN 30, 2013

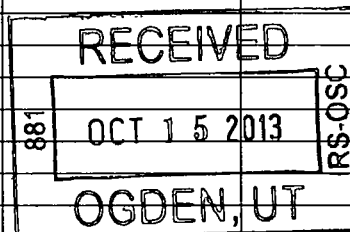
Name of foundation EASLEY CHAR IRR TUA 5019004715		A Employer identification number 54-6074720
Number and street (or P.O. box number if mail is not delivered to street address) PO BOX 798		B Telephone number 434-847-4444
City or town, state, and ZIP code LYNCHBURG, VA 24505		C If exemption application 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"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8,727,852. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
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		130,318.	130,318.		Statement 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		374,164.			
b Gross sales price for all assets on line 6a		3,671,568.			
7 Capital gain net income (from Part IV, line 2)			374,164.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		504,482.	504,482.		
13 Compensation of officers, directors, trustees, etc		12,000.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 2		2,000.	2,000.		0.
c Other professional fees Stmt 3		29,093.	29,093.		0.
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 4		267.	267.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		43,360.	31,360.		0.
25 Contributions, gifts, grants paid		421,682.			421,682.
26 Total expenses and disbursements. Add lines 24 and 25		465,042.	31,360.		421,682.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		39,440.			
b Net investment income (if negative, enter -0-)			473,122.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED OCT 18 2013

Revenue

Operating and Administrative Expenses



Handwritten marks: a checkmark and the number 20.

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	39,148.	51,628.	51,628.
	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			
	7 Other notes and loans receivable ▶ 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			
	b Investments - corporate stock Stmt 5	5,497,337.	5,593,394.	6,771,385.
	c Investments - corporate bonds Stmt 6	1,785,752.	1,815,337.	1,904,839.
	11 Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
Liabilities	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	7,322,237.	7,460,359.	8,727,852.
	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			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	7,322,237.	7,460,359.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	7,322,237.	7,460,359.	
	31 Total liabilities and net assets/fund balances	7,322,237.	7,460,359.	

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	7,322,237.
2	Enter amount from Part I, line 27a	2	39,440.
3	Other increases not included in line 2 (itemize) ▶ ADJUST TO CUSTODIAN BOOK BALANCE	3	98,682.
4	Add lines 1, 2, and 3	4	7,460,359.
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	7,460,359.

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 ATTACHED SCHEDULE	P	Various	Various
b SEE ATTACHED SCHEDULE	P	Various	Various
c SEE ATTACHED SCHEDULE	P	Various	Various
d SEE ATTACHED SCHEDULE	P	Various	Various
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 182,176.		183,061.	-885.
b 3,406,201.		3,114,343.	291,858.
c 11,380.			11,380.
d 71,811.			71,811.
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))
(j) F.M.V. as of 12/31/69	(i) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-885.
b			291,858.
c			11,380.
d			71,811.
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	374,164.
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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 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	420,977.	8,330,383.	.050535
2010	391,472.	8,534,865.	.045867
2009	374,807.	7,898,129.	.047455
2008	508,860.	9,198,982.	.055317
2007	455,827.	10,894,875.	.041839

2 Total of line 1, column (d)	2	.241013
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	.048203
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,638,851.
5 Multiply line 4 by line 3	5	416,419.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,731.
7 Add lines 5 and 6	7	421,150.
8 Enter qualifying distributions from Part XII, line 4	8	421,682.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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)		1	4,731.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	4,731.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	4,731.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	5,285.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2012 estimated tax payments and 2011 overpayment credited to 2012		6d	
b Exempt foreign organizations - tax withheld at source		7	5,285.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	554.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 554. Refunded 554.			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
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?		X
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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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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		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>FRANK G DAVIDSON, III</u> Telephone no. ► <u>434-847-4444</u> Located at ► <u>PO BOX 798, LYNCHBURG, VA</u> ZIP+4 ► <u>24505</u>			
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 <u>N/A</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► <input type="checkbox"/>	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c
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? If "Yes," list the years ► _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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.)	N/A	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. ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870.

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(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
FRANK G DAVIDSON, III PO BOX 798 LYNCHBURG, VA 24505	TRUSTEE 0.25	12,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
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	8,770,407.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,770,407.
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	8,770,407.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	131,556.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,638,851.
6	Minimum investment return. Enter 5% of line 5	6	431,943.

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	431,943.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,731.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,731.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	427,212.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	427,212.
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	427,212.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	421,682.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	421,682.
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	5	4,731.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	416,951.

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				427,212.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			406,465.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 421,682.				
a Applied to 2011, but not more than line 2a			406,465.	
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				15,217.
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:	0.			
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 instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				411,995.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	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				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Form 990-PF	Dividends and Interest from Securities	Statement	1
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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
CAPITAL ADVISORY GROUP	130,318.	0.	130,318.
Total to Fm 990-PF, Part I, ln 4	130,318.	0.	130,318.

Form 990-PF	Accounting Fees	Statement	2
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTANT	2,000.	2,000.		0.
To Form 990-PF, Pg 1, ln 16b	2,000.	2,000.		0.

Form 990-PF	Other Professional Fees	Statement	3
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT ADVISOR FEE	29,093.	29,093.		0.
To Form 990-PF, Pg 1, ln 16c	29,093.	29,093.		0.

Form 990-PF	Other Expenses	Statement	4
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
GRANT REPORTS	267.	267.		0.
To Form 990-PF, Pg 1, ln 23	267.	267.		0.

Form 990-PF	Corporate Stock	Statement	5
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Description	Book Value	Fair Market Value
EQUITY FUNDS	5,593,394.	6,771,385.
Total to Form 990-PF, Part II, line 10b	5,593,394.	6,771,385.

Form 990-PF	Corporate Bonds	Statement	6
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Description	Book Value	Fair Market Value
FIXED INCOME	1,815,337.	1,904,839.
Total to Form 990-PF, Part II, line 10c	1,815,337.	1,904,839.

Realized Gains and Losses From 07/01/2012 to 06/30/2013

The Easley Foundation Acct #. 47693202

Realized Gains and Losses

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
Absolute Opportunities Instl	12/17/2010	12/06/2012	25,815 959	297,385 30	316,776.82		-19,391 52	-19,391 52
Absolute Opportunities Instl	12/13/2011	12/06/2012	17 716	204.08	205.50	-1.42		-1 42
Absolute Opportunities Instl	12/13/2011	12/06/2012	792.840	9,133 07	9,196.94	-63 87		-63 87
			26,626 515	306,722 45	326,179 26	-65.29	-19,391 52	-19,456 81
Acadian Emerging Mkts Port-Inst	11/09/2004	05/29/2013	1,862.288	35,867 67	35,569.70		297 97	297.97
Acadian Emerging Mkts Port-Inst	12/18/2008	05/29/2013	304 098	5,856.93	3,086 59		2,770 34	2,770.34
Acadian Emerging Mkts Port-Inst	12/30/2009	05/29/2013	141.887	2,732 74	2,345 40		387 34	387 34
Acadian Emerging Mkts Port-Inst	12/29/2011	05/29/2013	287.781	5,542 66	4,569.96		972 70	972 70
			2,596.054	50,000 00	45,571 65		4,428.35	4,428 35
American Beacon L/C Value	04/01/2008	12/06/2012	3,571.298	77,459.38	78,175 71		-716 33	-716.33
American Beacon L/C Value	12/23/2008	12/06/2012	511 648	11,097.35	6,707 70		4,389 65	4,389 65
American Beacon L/C Value	03/06/2009	12/06/2012	10,020 040	217,328 87	100,000.00		117,328 87	117,328 87
American Beacon L/C Value	12/22/2009	12/06/2012	415.741	9,017.18	7,200 63		1,816 55	1,816 55
American Beacon L/C Value	12/16/2010	12/06/2012	10,288 066	223,142.19	200,015.00		23,127 19	23,127 19
American Beacon L/C Value	12/22/2010	12/06/2012	468 998	10,172 30	9,136.09		1,036 21	1,036 21
American Beacon L/C Value	12/22/2011	12/06/2012	632.099	13,709 86	11,712.80	1,997.06		1,997 06
			25,907.890	561,927 13	412,947.93	1,997.06	146,982 14	148,979.20
Artisan International Fund	11/09/2004	05/29/2013	973 990	26,443 84	20,161 59		6,282 25	6,282 25
Artisan International Fund	12/16/2010	05/29/2013	130.982	3,556.16	2,806 95		749 21	749 21
			1,104 972	30,000 00	22,968.54		7,031 46	7,031 46
Eaton Vance Gbl Macro Abs Rtn	06/07/2011	05/29/2013	5,350 235	53,658.84	54,522.17		-863.33	-863 33
Eaton Vance Gbl Macro Abs Rtn	12/06/2012	05/29/2013	14,591 440	146,341 16	150,015 00	-3,673.84		-3,673 84
			19,941 675	200,000 00	204,537 17	-3,673 84	-863 33	-4,537 17
Edgewood Growth Fund	04/02/2008	05/29/2013	7,620 000	120,000 00	92,430 60		27,569 40	27,569 40
First Eagle Global Fund-Inst	11/09/2004	05/29/2013	631 863	33,093 35	23,656 95		9,436 40	9,436 40
First Eagle Global Fund-Inst	12/16/2009	05/29/2013	165.058	8,644 80	6,688.13		1,956 67	1,956 67
First Eagle Global Fund-Inst	12/16/2010	05/29/2013	57 928	3,033 94	2,659 49		374 45	374 45

Realized Gains and Losses From 07/01/2012 to 06/30/2013

The Easley Foundation Acct #: 47693202

Realized Gains and Losses

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
First Eagle Global Fund-Inst	12/13/2011	05/29/2013	48,672	2,549.17	2,172.74		376.43	376.43
First Eagle Global Fund-Inst	12/13/2011	05/29/2013	51,146	2,678.74	2,283.16		395.58	395.58
			954,667	50,000.00	37,460.47		12,539.53	12,539.53
Forum Absolute Strategies	04/21/2009	12/06/2012	11,500,547	128,339.70	105,000.00		23,339.70	23,339.70
Forum Absolute Strategies	06/30/2009	12/06/2012	73,660	822.01	713.03		108.98	108.98
Forum Absolute Strategies	12/10/2009	12/06/2012	3,950	44.08	41.55		2.53	2.53
Forum Absolute Strategies	12/17/2009	12/06/2012	5,708,848	63,707.56	60,000.00		3,707.56	3,707.56
Forum Absolute Strategies	12/31/2009	12/06/2012	122,019	1,361.66	1,275.10		86.56	86.56
Forum Absolute Strategies	06/30/2010	12/06/2012	24,356	271.80	255.74		16.06	16.06
Forum Absolute Strategies	12/16/2010	12/06/2012	9,208,103	102,757.29	100,015.00		2,742.29	2,742.29
Forum Absolute Strategies	12/31/2010	12/06/2012	73,338	818.41	794.98		23.43	23.43
Forum Absolute Strategies	06/30/2011	12/06/2012	45,555	508.36	496.09		12.27	12.27
Forum Absolute Strategies	12/13/2011	12/06/2012	122,045	1,361.95	1,347.38	14.57		14.57
Forum Absolute Strategies	12/30/2011	12/06/2012	7,688	85.80	84.95	0.85		0.85
			26,890,109	300,078.62	270,023.82	15.42	30,039.38	30,054.80
Geneva Advs All Cap	07/28/2011	12/06/2012	37,008,379	816,389.84	910,789.86		-94,400.02	-94,400.02
Ivy Asset Strategy Fund	04/21/2009	12/06/2012	5,605,980	145,748.85	105,000.00		40,748.85	40,748.85
Ivy Asset Strategy Fund	12/10/2009	12/06/2012	32,351	841.09	719.80		121.29	121.29
Ivy Asset Strategy Fund	12/17/2009	12/06/2012	2,735,978	71,132.20	60,000.00		11,132.20	11,132.20
Ivy Asset Strategy Fund	12/09/2010	12/06/2012	21,262	552.78	519.21		33.57	33.57
Ivy Asset Strategy Fund	12/16/2010	12/06/2012	4,123,711	107,211.62	100,015.00		7,196.62	7,196.62
Ivy Asset Strategy Fund	12/08/2011	12/06/2012	181,508	4,719.00	4,160.16	558.84		558.84
			12,700,790	330,205.54	270,414.17	558.84	59,232.53	59,791.37
Lazard Emerging Markets Equity	03/06/2009	05/29/2013	2,299,927	44,494.07	20,975.33		23,518.74	23,518.74
Lazard Emerging Markets Equity	12/29/2009	05/29/2013	376,147	7,276.88	6,751.83		525.05	525.05
Lazard Emerging Markets Equity	08/09/2010	05/29/2013	40,758	788.50	799.27		-10.77	-10.77
Lazard Emerging Markets Equity	12/28/2010	05/29/2013	135,748	2,626.16	2,894.14		-267.98	-267.98
Lazard Emerging Markets Equity	08/09/2011	05/29/2013	48,428	936.88	930.78		6.10	6.10
Lazard Emerging Markets Equity	12/28/2011	05/29/2013	334,785	6,476.70	5,570.82		905.88	905.88

Realized Gains and Losses

From 07/01/2012 to 06/30/2013

The Easley Foundation Acct #: 47693202

Realized Gains and Losses

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
Lazard Emerging Markets Equity	12/28/2011	05/29/2013	382.553	7,400.81	6,365.69		1,035.12	1,035.12
			3,618.346	70,000.00	44,287.86		25,712.14	25,712.14
Sei Large Cap Value Fund	03/19/2007	12/06/2012	7,400.155	132,458.28	168,427.54		-35,969.26	-35,969.26
Sei Large Cap Value Fund	12/05/2007	12/06/2012	3,018.197	54,023.90	62,023.96		-8,000.06	-8,000.06
Sei Large Cap Value Fund	12/27/2007	12/06/2012	180.647	3,233.47	3,649.06		-415.59	-415.59
Sei Large Cap Value Fund	03/27/2008	12/06/2012	167.126	2,991.46	3,026.66		-35.20	-35.20
Sei Large Cap Value Fund	07/02/2008	12/06/2012	213.625	3,823.76	3,561.13		262.63	262.63
Sei Large Cap Value Fund	10/02/2008	12/06/2012	201.104	3,599.64	3,044.71		554.93	554.93
Sei Large Cap Value Fund	12/29/2008	12/06/2012	166.774	2,985.15	1,974.60		1,010.55	1,010.55
Sei Large Cap Value Fund	03/09/2009	12/06/2012	11,520.736	206,214.18	100,000.00		106,214.18	106,214.18
Sei Large Cap Value Fund	03/27/2009	12/06/2012	566.331	10,136.98	5,986.12		4,150.86	4,150.86
Sei Large Cap Value Fund	07/02/2009	12/06/2012	120.835	2,162.88	1,392.02		770.86	770.86
Sei Large Cap Value Fund	10/02/2009	12/06/2012	102.569	1,835.93	1,366.22		469.71	469.71
Sei Large Cap Value Fund	12/29/2009	12/06/2012	26.124	467.60	378.53		89.07	89.07
Sei Large Cap Value Fund	03/29/2010	12/06/2012	149.503	2,676.01	2,278.42		397.59	397.59
Sei Large Cap Value Fund	07/02/2010	12/06/2012	115.475	2,066.93	1,527.74		539.19	539.19
Sei Large Cap Value Fund	10/04/2010	12/06/2012	83.422	1,493.20	1,223.80		269.40	269.40
Sei Large Cap Value Fund	03/29/2011	12/06/2012	154.546	2,766.28	2,641.19		125.09	125.09
Sei Large Cap Value Fund	07/05/2011	12/06/2012	90.684	1,623.19	1,562.49		60.70	60.70
Sei Large Cap Value Fund	10/04/2011	12/06/2012	97.390	1,743.22	1,359.56		383.66	383.66
Sei Large Cap Value Fund	12/28/2011	12/06/2012	88.048	1,576.01	1,389.39	186.62		186.62
Sei Large Cap Value Fund	03/28/2012	12/06/2012	91.219	1,632.76	1,614.58	18.18		18.18
Sei Large Cap Value Fund	07/03/2012	12/06/2012	105.605	1,890.27	1,797.39	92.88		92.88
Sei Large Cap Value Fund	10/02/2012	12/06/2012	85.021	1,521.83	1,536.33	-14.50		-14.50
			24,745.136	442,922.93	371,761.44	283.18	70,878.31	71,161.49
TFS Market Neutral Fund	04/21/2009	05/29/2013	7,749.077	119,639.96	105,000.00		14,639.96	14,639.96
TFS Market Neutral Fund	12/10/2009	05/29/2013	51.593	796.56	784.21		12.35	12.35
TFS Market Neutral Fund	12/17/2009	05/29/2013	3,955.175	61,064.95	60,000.00		1,064.95	1,064.95
TFS Market Neutral Fund	12/10/2010	05/29/2013	221.423	3,418.60	3,250.49		168.11	168.11
TFS Market Neutral Fund	12/10/2010	05/29/2013	968.576	14,954.09	14,218.69		735.40	735.40
TFS Market Neutral Fund	12/16/2010	05/29/2013	6,807.352	105,100.44	100,015.00		5,085.44	5,085.44
TFS Market Neutral Fund	12/09/2011	05/29/2013	61.642	951.70	879.02		72.68	72.68

Realized Gains and Losses From 07/01/2012 to 06/30/2013

The Easley Foundation Acct #: 47693202

Realized Gains and Losses

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
TFS Market Neutral Fund	12/09/2011	05/29/2013	272.334	4,204.64	3,883.48		321.16	321.16
			20,087.172	310,130.94	288,030.89		22,100.05	22,100.05
Short Term Gains				182,175.79	183,060.42	-884.63		
Total Long Gains				3,406,201.66	3,114,343.24		291,858.42	
Total (Sales)				3,588,377.45	3,297,403.66	-884.63	291,858.42	290,973.79

Capital Gain Distributions

<u>Description</u>	<u>Pay Date</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
Baird Aggregate Bond Fd Instl	12/26/2012	328.50		328.50
Baird Aggregate Bond Fd Instl	12/26/2012		8,706.14	8,706.14
		328.50	8,706.14	9,034.64
Eaton Vance Gbl Macro Abs Rtn	12/20/2012		14,177.87	14,177.87
Eaton Vance Gbl Macro Abs Rtn	12/20/2012	7,037.13		7,037.13
		7,037.13	14,177.87	21,215.00
First Eagle Global Fund-Inst	12/13/2012	959.36		959.36
First Eagle Global Fund-Inst	12/13/2012		4,939.62	4,939.62
		959.36	4,939.62	5,898.98
JHancock Global Absolute Return	12/21/2012	1,265.99		1,265.99
JHancock Global Absolute Return	12/21/2012		781.61	781.61
		1,265.99	781.61	2,047.60
Lazard Emerging Markets Equity	12/24/2012		7,872.47	7,872.47

Realized Gains and Losses From 07/01/2012 to 06/30/2013

The Easley Foundation Acct #: 47693202

Capital Gain Distributions

<u>Description</u>	<u>Pay Date</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
Robeco BP Long Short Research	12/18/2012	1,532.11		1,532.11
Wells Fargo Advantage Intrinsic	12/07/2012	256.52	35,333.22	35,333.22
Wells Fargo Advantage Intrinsic	12/07/2012	256.52	35,333.22	256.52
				35,589.74
Total (Distributions)		11,379.61	71,810.93	83,190.54
Total Gains		10,494.98	363,669.35	374,164.33

Activity Detail

Name THE EASLEY FOUNDATION
Time Period 07/01/2012 to 06/30/2013

DESCRIPTION	AMOUNT	PURPOSE
Check #173 YMCA of Central Virginia	5,100 00	CHARITABLE
Check #174 Presbyterian Home & Family Services	8,500 00	CHARITABLE
Check #175 Opera on the James	7,500 00	CHARITABLE
Check #178 Holiday Lake 4-H Educational Center	20,000 00	EDUCATIONAL
Check #179 Elizabeth's Early Learning Center	18,102 00	EDUCATIONAL
Check # 181 The Avenal Foundation	15,000 00	CHARITABLE
Check #182 Amazement Square Restricted Endowment	25,000 00	CHARITABLE
Check #180 Lynchburg Beacon of Hope, Inc	25,950 00	CHARITABLE
Check #186 Sweet Briar College	25,000 00	EDUCATIONAL
Check #187 Lynchburg College	25,000 00	EDUCATIONAL
Check #188 Hampden Sydney College	25,000 00	EDUCATIONAL
Check #189 Randolph College	25,000 00	EDUCATIONAL
Check #190 Ferrum College	25,000 00	EDUCATIONAL
Check #191 The Gateway	10,500 00	CHARITABLE
Check #192 Jubilee Family Development Center	10,000 00	CHARITABLE
Check #193 Camp Kum Ba Yah	3,000 00	CHARITABLE
Check #194 Lynchburg Daily Bread	10,000 00	CHARITABLE
Check #195 Lynchburg Humane Society	40,000 00	CHARITABLE
Check #196 Park View Community Center	15,000 00	CHARITABLE
Check #197 Rush Homes	15,000 00	CHARITABLE
Check #198 Poplar Forest	14,030 00	CHARITABLE
Check #199 Adult Care Center	5,000 00	CHARITABLE
Check #200 ARC of Central Virginia	12,000 00	CHARITABLE
Check #201 Gleaning for the World	25,000 00	CHARITABLE
Check #202 VA Legal Aid Society	12,000 00	CHARITABLE
	421,682 00	