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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 08-01-2012 , and ending 07-31-2013

Name of foundation
RIDGEWAY EM-CHARITTUW

A Employer identification number
54-6202908

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
PO BOX 2907 - TRUST TAX DEPT

B Telephone number (see instructions)
(540) 665-4254

City or town, state, and ZIP code
WILSON, NC 278942907

C If exemption application is pending, check here ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,653,762

J Accounting method ☐ Cash ☐ Accrual ☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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) (see instructions))*

	Line	Description	(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 ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,457	1,457		
	4	Dividends and interest from securities.	41,619	41,619		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	112,906			
	b	Gross sales price for all assets on line 6a 1,463,666				
	7	Capital gain net income (from Part IV, line 2) . . .		112,906		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	155,982	155,982		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	22,625	22,625		
	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).				
	c	Other professional fees (attach schedule)	1,468			1,468
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	3,785	1,055		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).	180	180		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	28,058	23,860	0	1,468
	25	Contributions, gifts, grants paid.	78,296			78,296
	26	**Total expenses and disbursements.** Add lines 24 and 25	106,354	23,860	0	79,764
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	49,628			
	b	**Net investment income** (if negative, enter -0-)		132,122		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing		2	2
2	Savings and temporary cash investments	42,350	66,847	66,847
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)	670,161	711,487	782,946
c	Investments—corporate bonds (attach schedule)	751,072	760,369	745,688
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	81,644	57,564	58,279
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)	1,545,227	1,596,269	1,653,762
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** ▶ ☐ **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 ▶ ☑ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds	1,545,227	1,596,269	
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)	1,545,227	1,596,269	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,545,227	1,596,269	

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	1,545,227
2	Enter amount from Part I, line 27a	2	49,628
3	Other increases not included in line 2 (itemize) ▶	3	1,414
4	Add lines 1, 2, and 3	4	1,596,269
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	1,596,269

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	112,906
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	81,909	1,569,682	0 052182
2010	81,055	1,593,552	0 050864
2009	67,939	1,507,969	0 045053
2008	80,728	1,353,628	0 059638
2007	81,154	1,556,211	0 052148

2	**Total** of line 1, column (d).	2	0 259885
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 051977
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	1,592,963
5	Multiply line 4 by line 3.	5	82,797
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,321
7	Add lines 5 and 6.	7	84,118
8	Enter qualifying distributions from Part XII, line 4.	8	79,764

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b			1	2,642
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	2,642
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	2,642
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,112		
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	2,112
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	530
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 0	**Refunded** ▶		11	0

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

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶BRANCH BANKING & TRUST COMPANY Telephone no ▶(540) 665-4254

Located at ▶38 ROUSE AVE WINSCHESTER VA ZIP +4 ▶22601

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.

		Line	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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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		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 ▶ 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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **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)? (see instructions) ☐ **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)?	**5b**		
	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? ☐ **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?	**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? ☐ **Yes** ☑ **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
BRANCH BANKING AND TRUST COMPANY 38 ROUSE AVE WINCHESTER, VA 22601	TRUSTEE 1	22,625		

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	1,571,446
b	Average of monthly cash balances	1b	45,775
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,617,221
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	1,617,221
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	24,258
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,592,963
6	**Minimum investment return.** Enter 5% of line 5	6	79,648

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	79,648
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 2,642		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	2,642
3	Distributable amount before adjustments Subtract line 2c from line 1	3	77,006
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	77,006
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	77,006

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	79,764
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	79,764
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	79,764

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					77,006
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				18,523	
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 ▶ $ 79,764					
a Applied to 2011, but not more than line 2a				18,523	
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.					61,241
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					15,765
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)

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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))

NONE

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

NONE

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

DENA KANE
38 ROUSS AVE
WINCHESTER, VA 226014738
(540) 665-4218

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

WRITTEN REQUEST - MUST DEMONSTRATE NEED AND QUALIFICATIONS WITHIN PARAMETERS OF FOUNDATION PURPOSE

c Any submission deadlines

MAY 31, ANNUALLY

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

CHARITIES MUST BE IN WINCHESTER AND SURROUNDING AREAS EMPHASIS IS PLACED ON PERSONAL SERVICES

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	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
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				78,296
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	1,457	
4 Dividends and interest from securities. . . .			14	41,619	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	112,906	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				155,982	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 155,982

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
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?			
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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

****** | 2013-08-06 | ******

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 ☐	PTIN
Firm's name			Firm's EIN	
Firm's address			Phone no	

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)
105 ACCO BRANDS CORP COMMON		2011-11-21	2012-08-08
349 614 AMERICAN CENTURY DIVERSIFIED BOND FUND #		2011-06-17	2012-08-08
110 ANIXTER INTERNATIONAL INC		2011-08-18	2012-08-08
90 CANON INC COMMON		2011-08-18	2012-08-08
70 CARNIVAL CORP PAIRED CTF 1 COM		2011-08-18	2012-08-08
363 393 DOUBLELINE TOTAL RETURN BOND FUND		2011-11-21	2012-08-08
290 ERSTE BK DER OESTER SPAR-ADR			2012-08-08
90 ERSTE BK DER OESTER SPAR-ADR		2011-06-17	2012-08-08
40 JUPITER TELECOMMUNICATIONS CO LTD ADR		2011-11-21	2012-08-08
354 002 METROPOLITAN WEST TOTAL RETURN BOND FUND		2011-06-17	2012-08-08
40 NOVO-NORDISK A S ADR		2011-08-18	2012-08-08
50 POLARIS INDUSTRIES INC		2011-11-21	2012-08-08
767 255 STERLING CAPITAL CORPORATE FUND NAME&CUSIP CHGE TO 85917K710		2011-08-18	2012-08-08
514 575 STERLING CAPITAL TOTAL RETURN BOND FUND			2012-08-08
756 639 STERLING CAPITAL INTERMEDIATE U S GOVERNMENT FUND INST CL FUN		2012-04-04	2012-08-08
9878 978 STERLING CAPITAL INTERMEDIATE U S GOVERNMENT FUND INST CL FU		2011-06-17	2012-08-08
40 TARGET CORP COM		2011-08-18	2012-08-08
65 TRACTOR SUPPLY COMPANY COMMON		2011-11-21	2012-08-08
140 WAL-MART DE MEXICO		2011-08-18	2012-08-08
25 AFFILIATED MANAGERS GROUP INC		2011-11-21	2012-08-17
170 L'AIR LIQUIDE-UNSPONS ADR COMMON		2011-08-18	2012-08-17
100 ADR AMERICA MOVIL S A DE CV		2011-08-18	2012-08-17
336 093 AMERICAN CENTURY DIVERSIFIED BOND FUND #		2011-06-17	2012-08-17
100 ATLAS COPCO AB SPONS		2011-08-18	2012-08-17
413 896 DOUBLELINE TOTAL RETURN BOND FUND		2011-11-21	2012-08-17
30 NOVOZYMES A/S UNSPONS ADR		2011-08-18	2012-08-17
15 NOVOZYMES A/S UNSPONS ADR		2011-06-17	2012-08-17
110 PROGESSIVE CORP , OHIO COMMON		2011-08-18	2012-08-17
80 SCHNEIDER ELECTRIC SA UNSPON ADR		2011-06-17	2012-08-17
10 SCHNEIDER ELECTRIC SA UNSPON ADR		2011-06-17	2012-08-17

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60 SMITHFIELD FOODS INC		2011-11-21	2012-08-17
150 TESCO PLC SPONS ADR			2012-08-17
70 QIAGEN N V			2012-08-17
90 ALTERA CORP COM			2012-10-25
220 ALTERA CORP COM		2011-08-18	2012-10-25
90 AMERICAN EXPRESS COMPANY		2012-04-04	2012-10-25
460 BG GROUP PLC SPON ADR		2011-08-18	2012-10-25
100 BECTON DICKINSON & CO COMMON		2011-08-18	2012-10-25
14 BLACKROCK INC COMMON		2011-08-18	2012-10-25
70 CME GROUP INC COMMON			2012-10-25
120 CIMAREX ENERGY CO COMMON		2011-08-18	2012-10-25
200 COMCAST CORP NEW CL A SPL		2011-08-18	2012-10-25
240 DANAHER CORP COMMON		2011-08-18	2012-10-25
187 295 DOUBLELINE TOTAL RETURN BOND FUND		2011-11-21	2012-10-25
40 ECOLABS INC		2011-11-21	2012-10-25
50 ECOLABS INC		2011-08-18	2012-10-25
35 FLOWSERVE CORP COM		2011-11-21	2012-10-25
19 GOOGLE INC CL A			2012-10-25
30 GRAINGER W W INC COMMON		2011-08-18	2012-10-25
40 J B HUNT		2012-08-08	2012-10-25
160 ICF INTERNATIONAL INC COMMON		2011-08-18	2012-10-25
30 INTERCONTINENTALEXCHANGE INC COMMON			2012-10-25
15 MASTERCARD INC - CLASS A		2011-06-17	2012-10-25
170 MCCORMICK & CO INC COM		2011-08-18	2012-10-25
60 MEADWESTVACO CORP		2011-11-21	2012-10-25
231 114 METROPOLITAN WEST TOTAL RETURN BOND FUND		2011-06-17	2012-10-25
240 MILLER HERMAN INC COM		2011-08-18	2012-10-25
270 NAT'L INSTRUMENTS CORP COMMON		2011-08-18	2012-10-25
40 NAT'L INSTRUMENTS CORP COMMON		2012-08-08	2012-10-25
130 NEWFIELD EXPL CO COM		2011-11-21	2012-10-25

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
200 NEWFIELD EXPL CO COM		2011-08-18	2012-10-25
20 NOBLE ENERGY INC		2012-08-08	2012-10-25
60 NOBLE ENERGY INC		2011-08-18	2012-10-25
20 NOVARTIS AG		2012-08-08	2012-10-25
40 NOVARTIS AG		2011-08-18	2012-10-25
45 NOVOZYMES A/S UNSPONS ADR		2011-08-18	2012-10-25
60 OGE ENERGY CORP COMMON		2011-11-21	2012-10-25
30 O'REILLY AUTOMOTIVE INC COMMON		2012-08-08	2012-10-25
110 PALL CORPORATION COMMON			2012-10-25
110 PETROLEO BRASILEIR COMMON		2011-06-17	2012-10-25
10 PRAXAIR,INC		2011-08-18	2012-10-25
60 PROCTOR AND GAMBLE COMPANY		2011-08-18	2012-10-25
330 PROGESSIVE CORP , OHIO COMMON		2011-08-18	2012-10-25
110 PROGESSIVE CORP , OHIO COMMON		2011-11-21	2012-10-25
120 ROCHE HOLDING LTD ADR		2011-08-18	2012-10-25
240 SCHWAB CHARLES CORP NEW		2011-11-21	2012-10-25
150 SCHWAB CHARLES CORP NEW		2011-08-18	2012-10-25
90 SCRIPPS NETWORKS INTERACTIVE CL A COMMON		2011-11-21	2012-10-25
120 SCRIPPS NETWORKS INTERACTIVE CL A COMMON			2012-10-25
55 JM SMUCKER CO COMMON		2011-08-18	2012-10-25
20 JM SMUCKER CO COMMON		2012-08-08	2012-10-25
331 865 STERLING CAPITAL CORPORATE FUND NAME&CUSIP CHGE TO 85917K710		2011-08-18	2012-10-25
97 465 STERLING CAPITAL SECURITIZED OPPORTUNITIES NAME&CUSIP CHGE TO 8		2012-08-08	2012-10-25
101 481 STERLING CAPITAL TOTAL RETURN BOND FUND		2006-03-16	2012-10-25
50 TARGET CORP COM		2011-08-18	2012-10-25
250 TEXAS INSTRUMENTS INCORPORATED			2012-10-25
110 THOR INDS INC COMMON		2011-11-21	2012-10-25
95 3M COMPANY COMMON		2011-08-18	2012-10-25
15 TRACTOR SUPPLY COMPANY COMMON		2011-11-21	2012-10-25
60 URS CORP NEW		2011-11-21	2012-10-25

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
300 UNILEVER N V NY SHS NEW F			2012-10-25
140 COVIDIEN PLC			2012-10-25
220 LAZARD LTD			2012-10-25
60 AGCO CORPORATION COMMON		2011-11-21	2012-12-12
50 BG GROUP PLC SPON ADR		2011-08-18	2012-12-12
40 CENTENE CORP		2012-08-08	2012-12-12
30 CENTENE CORP		2011-11-21	2012-12-12
60 CHICAGO BRIDGE & IRON CO NV		2011-11-21	2012-12-12
40 COLUMBIA SPORTSWEAR CO		2011-11-21	2012-12-12
80 DARLING INTERNATIONAL INC COMMON		2011-11-21	2012-12-12
40 FANUC LTD ADR		2011-06-17	2012-12-12
50 FRESENIUS MED CARE		2011-08-18	2012-12-12
50 HOYA CORP SPONSORED ADR		2012-08-08	2012-12-12
150 HOYA CORP SPONSORED ADR		2011-08-18	2012-12-12
60 IDEX CORP		2011-11-21	2012-12-12
50 MCGRAW HILL INCORPORATED		2012-10-25	2012-12-12
30 MEDTRONIC INC		2012-10-25	2012-12-12
90 SAFEWAY INC		2011-11-21	2012-12-12
60 SMITHFIELD FOODS INC		2011-11-21	2012-12-12
80 SONOVA HOLDING AG		2011-08-18	2012-12-12
60 THE TIMKEN COMPANY COMMON		2011-11-21	2012-12-12
70 TRINITY INDS INC		2011-11-21	2012-12-12
200 TURKIYE GARANTI BANKASI A S		2011-08-18	2012-12-12
100 PENTAIR LTD COMMON		2011-11-21	2012-12-12
50 QIAGEN N V		2011-11-21	2012-12-12
25 APACHE CORPORATION COMMON		2012-10-25	2013-02-21
6 APPLE COMPUTER CORPORATION COMMON		2012-10-25	2013-02-21
70 ARM HOLDINGS PLC -SPONS ADR		2011-08-18	2013-02-21
235 148 ARTISAN INTERNATIONAL SMALL CAP FUND # 1		2012-11-01	2013-02-21
70 BROADRIDGE FINANCIAL SOLUTIONS LLC COMMO		2011-11-21	2013-02-21

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

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30 CATERPILLAR INCORPORATED		2012-10-25	2013-02-21
50 CHICAGO BRIDGE & IRON CO NV		2011-11-21	2013-02-21
70 COCHLEAR LIMITED UNSPONS ADR		2011-08-18	2013-02-21
73 116 COHEN & STEERS REALTY SHARES INSTITUTION		2011-06-17	2013-02-21
4489 22 CREDIT SUISSE COMMODITY RETURN STRATEGY INSTITUTIONAL SHS FD 2			2013-02-21
344 214 CREDIT SUISSE COMMODITY RETURN STRATEGY INSTITUTIONAL SHS FD 2		2012-04-09	2013-02-21
700 LI & FUNG LIMITED UNSPONS ADR		2011-08-18	2013-02-21
960 LI & FUNG LIMITED UNSPONS ADR		2012-04-04	2013-02-21
50 L'OREAL SA ADR		2011-08-18	2013-02-21
30 LVMH MOET-HENNESSEY UNSPON ADR		2011-08-18	2013-02-21
60 MEADWESTVACO CORP		2011-11-21	2013-02-21
30 NORDSON CORP		2011-11-21	2013-02-21
50 SAFEWAY INC		2011-11-21	2013-02-21
40 SCHLUMBERGER LTD		2011-08-18	2013-02-21
60 SCHNEIDER ELECTRIC SA UNSPON ADR		2011-06-17	2013-02-21
50 SMITHFIELD FOODS INC		2011-11-21	2013-02-21
3520 393 STERLING CAPITAL SECURITIZED OPPORTUNITI		2012-08-08	2013-02-21
40 THOR INDS INC COMMON		2011-11-21	2013-02-21
70 TRINITY INDS INC		2011-11-21	2013-02-21
50 URS CORP NEW		2011-11-21	2013-02-21
90 XINYI GLASS HOLDINGS LTD		2012-08-08	2013-02-21
80 ARCOS DORADOS HOLDINGS, INC		2012-12-12	2013-02-21
50 QIAGEN N V		2011-11-21	2013-02-21
70 QIAGEN N V		2012-10-25	2013-02-21
40 AIA GROUP LTD		2012-04-04	2013-04-11
20 ABBOTT LABORATORIES		2012-10-25	2013-04-11
50 ABBVIE INC COMMON		2012-10-25	2013-04-11
20 AFFILIATED MANAGERS GROUP INC		2011-11-21	2013-04-11
15 AIR PRODUCTS AND CHEMICALS INC		2012-10-25	2013-04-11
50 ALTRIA GROUP INC		2012-10-25	2013-04-11

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

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50 ADR AMERICA MOVIL S A DE CV		2011-08-18	2013-04-11
140 ADR AMERICA MOVIL S A DE CV			2013-04-11
11116 024 AMERICAN CENTURY DIVERSIFIED BOND FUND #			2013-04-11
1916 456 AMERICAN CENTURY DIVERSIFIED BOND FUND #		2012-04-09	2013-04-11
704 518 AMERICAN CENTURY DIVERSIFIED BOND FUND #			2013-04-11
30 AUTOMATIC DATA PROCESSING INC		2012-10-25	2013-04-11
8 BLACKROCK INC COMMON		2011-08-18	2013-04-11
30 CHEVRON TEXACO CORP COMMON		2012-10-25	2013-04-11
120 COCA COLA COMPANY		2012-10-25	2013-04-11
30 COLUMBIA SPORTSWEAR CO		2011-11-21	2013-04-11
40 CONOCOPHILLIPS COM		2012-10-25	2013-04-11
20 DBS GROUP HLDGS LTD SPONSORED ADR F/K/A DEVELOPMENT BK SINGAPORE L		2011-08-18	2013-04-11
50 DARLING INTERNATIONAL INC COMMON		2011-11-21	2013-04-11
20 DISNEY WALT COMPANY		2012-10-25	2013-04-11
3102 263 DOUBLELINE TOTAL RETURN BOND FUND		2011-11-21	2013-04-11
50 EXXON MOBIL CORPORATION		2012-10-25	2013-04-11
20 FANUC LTD ADR		2011-06-17	2013-04-11
60 FREEPORT-MCM COPR GOLD CL B		2012-10-25	2013-04-11
50 GAZPROM		2011-08-18	2013-04-11
10 HSBC HLDGS PLC ADR		2012-04-04	2013-04-11
20 HSBC HLDGS PLC ADR		2012-10-25	2013-04-11
110 INTEL CORPORATION		2012-10-25	2013-04-11
14 INTERNATIONAL BUSINESS MACHINES CORP		2012-10-25	2013-04-11
60 J P MORGAN CHASE & CO		2012-10-25	2013-04-11
45 JOHNSON & JOHNSON		2012-10-25	2013-04-11
30 ESTEE LAUDER COMMON		2012-10-25	2013-04-11
35 MCDONALDS CORPORATION		2012-10-25	2013-04-11
30 MONDELEZ INTERNATIONAL INC COMMON		2012-10-25	2013-04-11
50 NESTLE SA ADR		2011-08-18	2013-04-11
50 NEWS CORP CL A		2012-10-25	2013-04-11

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

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8 NOVO-NORDISK A S ADR		2012-10-25	2013-04-11
30 OGE ENERGY CORP COMMON		2011-11-21	2013-04-11
25 OCCIDENTAL PETE CORP		2012-10-25	2013-04-11
40 PEPSICO INCORPORATED		2012-10-25	2013-04-11
50 PHILIP MORRIS INTERNATIONAL		2012-10-25	2013-04-11
10 PHILLIPS 66 COMMON		2012-10-25	2013-04-11
20 PRAXAIR,INC		2011-08-18	2013-04-11
50 PROCTOR AND GAMBLE COMPANY		2011-08-18	2013-04-11
20 RIO TINTO PLC SPONSORED ADR		2012-10-25	2013-04-11
40 ROCHE HOLDING LTD ADR		2011-08-18	2013-04-11
30 ROYAL DUTCH SHELL PLC SPONSORED		2012-10-25	2013-04-11
10 SABMILLER PLC		2012-10-25	2013-04-11
40 SAFEWAY INC		2011-11-21	2013-04-11
30 SMITHFIELD FOODS INC		2011-11-21	2013-04-11
7022 106 STERLING CAPITAL CORPORATE FUND-I		2011-08-18	2013-04-11
3530 166 STERLING CAPITAL SECURITIZED OPPORTUNITI		2012-08-08	2013-04-11
100 SWATCH GROUP AG		2011-08-18	2013-04-11
30 TARGET CORP COM		2011-08-18	2013-04-11
40 TESCO PLC SPONS ADR		2011-11-21	2013-04-11
50 THE TIMKEN COMPANY COMMON		2011-11-21	2013-04-11
40 FINA S A SPONSORED		2012-10-25	2013-04-11
25 UNITED TECHNOLOGIES CORPORATION		2012-10-25	2013-04-11
30 WAL MART STORES INCORPORATED		2012-10-25	2013-04-11
40 WALGREEN COMPANY		2012-10-25	2013-04-11
20 AGCO CORPORATION COMMON		2011-11-21	2013-07-11
70 AIA GROUP LTD		2013-02-21	2013-07-11
270 AIA GROUP LTD		2012-04-04	2013-07-11
127 L'AIR LIQUIDE-UNSPONS ADR COMMON		2011-08-18	2013-07-11
210 L'AIR LIQUIDE-UNSPONS ADR COMMON			2013-07-11
15 AIR PRODUCTS AND CHEMICALS INC		2012-10-25	2013-07-11

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)
10 ALLERGAN INC		2013-04-11	2013-07-11
360 ALLIANZ COMMON		2011-08-18	2013-07-11
120 ALLIANZ COMMON			2013-07-11
90 ALTRIA GROUP INC		2012-10-25	2013-07-11
12 AMAZON INC COMMON		2013-04-11	2013-07-11
30 ANHEUSER-BUSCH INBEV NV SPN ADR			2013-07-11
4 APPLE COMPUTER CORPORATION COMMON		2012-10-25	2013-07-11
40 ARM HOLDINGS PLC -SPONS ADR		2012-08-08	2013-07-11
180 ARM HOLDINGS PLC -SPONS ADR			2013-07-11
75 836 ARTISAN INTERNATIONAL SMALL CAP FUND # 1		2012-11-01	2013-07-11
30 ATLAS COPCO AB SPONS		2011-08-18	2013-07-11
110 ATLAS COPCO AB SPONS			2013-07-11
20 AUTOMATIC DATA PROCESSING INC		2012-10-25	2013-07-11
160 BG GROUP PLC SPON ADR		2012-08-08	2013-07-11
35 BG GROUP PLC SPON ADR		2011-08-18	2013-07-11
80 BAYERISCHE MOTOREN WERKE (BMW) UNSPONS A		2013-02-21	2013-07-11
60 BROADCOM CORP CL A COMMON		2013-04-11	2013-07-11
50 BROADRIDGE FINANCIAL SOLUTIONS LLC COMMO		2011-11-21	2013-07-11
20 CSL LIMITED ADR		2013-04-11	2013-07-11
130 CSL LIMITED ADR		2011-08-18	2013-07-11
30 CAMERON INT'L CORP COM		2013-04-11	2013-07-11
10 CANADIAN NATL RY CO		2013-04-11	2013-07-11
40 CANADIAN NATL RY CO		2011-08-18	2013-07-11
10 CANADIAN PACIFIC RAILWAY LTD COMMON		2013-02-21	2013-07-11
35 CATERPILLAR INCORPORATED			2013-07-11
60 CENTENE CORP		2012-08-08	2013-07-11
10 CENTENE CORP		2011-11-21	2013-07-11
20 CERNER CORP COMMON		2013-04-11	2013-07-11
10 CHEVRON TEXACO CORP COMMON		2012-10-25	2013-07-11
30 CHICAGO BRIDGE & IRON CO NV		2011-11-21	2013-07-11

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)
180 COCA COLA COMPANY		2012-10-25	2013-07-11
50 COCHLEAR LIMITED UNSPONS ADR			2013-07-11
20 COLUMBIA SPORTSWEAR CO		2011-11-21	2013-07-11
30 COMCAST CORP NEW CL A		2013-02-21	2013-07-11
60 CONOCOPHILLIPS COM		2012-10-25	2013-07-11
15 COSTCO WHOLESALE CORP		2013-04-11	2013-07-11
30 DANAHER CORP COMMON		2013-04-11	2013-07-11
50 DARLING INTERNATIONAL INC COMMON		2011-11-21	2013-07-11
75 DASSAULT SYSTEMS COMMON		2011-08-18	2013-07-11
15 DIAGEO PLC SPONSORED ADR			2013-07-11
20 DISNEY WALT COMPANY		2012-10-25	2013-07-11
20 EBAY INC		2013-04-11	2013-07-11
15 EDWARDS LIFESCIENCES CORP COMMON		2013-04-11	2013-07-11
105 EXXON MOBIL CORPORATION		2012-10-25	2013-07-11
80 FANUC LTD ADR			2013-07-11
150 FANUC LTD ADR			2013-07-11
40 FLOWSERVE CORP COM		2011-11-21	2013-07-11
15 FRANKLIN RESOURCES INC		2012-10-25	2013-07-11
70 FREEPORT-MCM COPR GOLD CL B			2013-07-11
150 FRESENIUS MED CARE			2013-07-11
110 GAZPROM		2013-02-21	2013-07-11
120 GAZPROM		2011-08-18	2013-07-11
190 GENERAL ELECTRIC COMPANY			2013-07-11
20 GILEAD SCIENCES INC		2013-04-11	2013-07-11
60 HSBC HLDGS PLC ADR		2012-10-25	2013-07-11
40 HSBC HLDGS PLC ADR		2012-04-04	2013-07-11
30 ICICI BANK LIMITED SPONS ADR		2012-08-08	2013-07-11
110 ICICI BANK LIMITED SPONS ADR			2013-07-11
30 IDEX CORP		2011-11-21	2013-07-11
70 IMPERIAL OIL LTD COMMON		2011-08-18	2013-07-11

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)
30 IMPERIAL OIL LTD COMMON		2012-12-12	2013-07-11
30 INFORMATICA CORP		2013-04-11	2013-07-11
10 INTERCONTINENTALEXCHANGE INC COMMON		2013-04-11	2013-07-11
20 INTERNATIONAL BUSINESS MACHINES CORP		2012-10-25	2013-07-11
50 INTUIT INC COMMON		2013-04-11	2013-07-11
4 INTUITIVE SURGICAL INC		2012-10-25	2013-07-11
20 JGC CORPORATION		2012-12-12	2013-07-11
50 JGC CORPORATION			2013-07-11
80 J P MORGAN CHASE & CO		2012-10-25	2013-07-11
55 JOHNSON & JOHNSON		2012-10-25	2013-07-11
90 JUNIPER NETWORKS INC		2013-04-11	2013-07-11
120 L'OREAL SA ADR		2011-08-18	2013-07-11
70 L'OREAL SA ADR			2013-07-11
30 ESTEE LAUDER COMMON		2012-10-25	2013-07-11
400 LONZA GROUP AG ADR		2011-08-18	2013-07-11
160 LONZA GROUP AG ADR		2013-02-21	2013-07-11
50 MERCK & CO INC		2012-10-25	2013-07-11
40 MONDELEZ INTERNATIONAL INC COMMON		2012-10-25	2013-07-11
50 MONSANTO CO COMMON		2013-04-11	2013-07-11
130 MTN GROUP LTD ADR		2011-08-18	2013-07-11
120 NESTLE SA ADR		2012-10-25	2013-07-11
80 NESTLE SA ADR			2013-07-11
40 NEWFIELD EXPL CO COM		2011-11-21	2013-07-11
10 NEWS CORP COMMON NEW CL A W/I		2012-10-25	2013-07-11
50 NOKIAN RENKAAT OYJ		2012-12-12	2013-07-11
90 NOKIAN RENKAAT OYJ		2012-04-04	2013-07-11
10 NORDSON CORP		2011-11-21	2013-07-11
14 NOVO-NORDISK A S ADR		2012-10-25	2013-07-11
20 OGE ENERGY CORP COMMON		2011-11-21	2013-07-11
50 ORACLE SYSTEM CORPORATION		2012-10-25	2013-07-11

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)
120 PETROLEO BRASILEIRO SA PETROBRAS		2012-10-25	2013-07-11
40 PHILIP MORRIS INTERNATIONAL		2012-10-25	2013-07-11
20 PHILLIPS 66 COMMON		2012-10-25	2013-07-11
2893 077 PIMCO COMMODITY REAL RETURN STRATEGY INS			2013-07-11
10 POLARIS INDUSTRIES INC		2011-11-21	2013-07-11
20 POTASH CORP SASKATCHEWAN		2012-10-25	2013-07-11
20 PRAXAIR,INC		2011-08-18	2013-07-11
20 PRICE GROUP INC FORMERLY AKA PRICE TO ROWE & ASSOC		2013-04-11	2013-07-11
40 PROCTOR AND GAMBLE COMPANY		2011-08-18	2013-07-11
20 PROCTOR AND GAMBLE COMPANY		2012-08-08	2013-07-11
50 RIO TINTO PLC SPONSORED ADR		2012-10-25	2013-07-11
40 ROCHE HOLDING LTD ADR		2011-08-18	2013-07-11
10 ROCHE HOLDING LTD ADR		2012-08-08	2013-07-11
60 ROYAL DUTCH SHELL PLC SPONSORED		2012-10-25	2013-07-11
20 SABMILLER PLC		2012-10-25	2013-07-11
70 SAP AKTIENGESELLSCHAFT		2011-08-18	2013-07-11
50 SASOL LTD SPONSORED ADR		2011-08-18	2013-07-11
200 SCHNEIDER ELECTRIC SA UNSPON ADR			2013-07-11
180 SCHNEIDER ELECTRIC SA UNSPON ADR		2011-08-18	2013-07-11
200 SMITHFIELD FOODS INC		2011-11-21	2013-07-11
60 SMITHFIELD FOODS INC		2012-08-08	2013-07-11
80 SONOVA HOLDING AG			2013-07-11
80 SONOVA HOLDING AG		2011-08-18	2013-07-11
40 STARBUCKS CORPORATIONS COMMON		2013-04-11	2013-07-11
140 SVENSKA HANDELSB-A			2013-07-11
60 SWATCH GROUP AG		2011-08-18	2013-07-11
40 SWATCH GROUP AG		2013-02-21	2013-07-11
170 SYSMEX CORP			2013-07-11
140 TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR			2013-07-11
180 TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR		2011-08-18	2013-07-11

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)
130 TEXAS INSTRUMENTS INCORPORATED		2011-08-18	2013-07-11
40 THOR INDS INC COMMON		2011-11-21	2013-07-11
40 THE TIMKEN COMPANY COMMON		2011-11-21	2013-07-11
80 FINA S A SPONSORED		2012-10-25	2013-07-11
320 TURKIYE GARANTI BANKASI A S			2013-07-11
720 TURKIYE GARANTI BANKASI A S		2011-08-18	2013-07-11
40 TWENTY FIRST CENTURY FOX INC COMMON		2012-10-25	2013-07-11
10 URS CORP NEW		2012-08-08	2013-07-11
30 URS CORP NEW		2011-11-21	2013-07-11
50 UNICHARM CORP		2013-04-11	2013-07-11
450 UNICHARM CORP		2011-08-18	2013-07-11
20 UNION PACIFIC CORP		2013-04-11	2013-07-11
25 UNITED TECHNOLOGIES CORPORATION		2012-10-25	2013-07-11
40 WPP PLC		2011-08-18	2013-07-11
40 WAL MART STORES INCORPORATED		2012-10-25	2013-07-11
30 WALGREEN COMPANY		2012-10-25	2013-07-11
40 XILINX INC		2012-10-25	2013-07-11
140 XINYI GLASS HOLDINGS LTD			2013-07-11
70 ARCOS DORADOS HOLDINGS, INC		2013-04-11	2013-07-11
30 BUNGE LIMITED		2013-02-21	2013-07-11
30 BUNGE LIMITED		2012-04-04	2013-07-11
10 PENTAIR LTD COMMON		2011-11-21	2013-07-11
10 PENTAIR LTD COMMON		2012-08-08	2013-07-11
CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
880		1,078	-198
3,933		3,818	115
6,588		5,574	1,014
3,112		4,090	-978
2,396		2,113	283
4,088		4,055	33
2,645		4,155	-1,510
821		2,223	-1,402
2,615		2,596	19
3,830		3,721	109
6,126		4,276	1,850
3,717		2,945	772
8,102		7,757	345
5,707		4,924	783
8,202		8,149	53
107,088		105,112	1,976
2,503		1,975	528
5,940		4,662	1,278
4,047		3,450	597
2,971		2,165	806
4,000		3,822	178
2,617		2,349	268
3,758		3,670	88
2,371		1,983	388
4,689		4,619	70
776		853	-77
388		465	-77
2,169		1,965	204
1,002		1,274	-272
125		159	-34

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)
1,165		1,373	-208
2,398		2,795	-397
1,225		973	252
2,729		3,198	-469
6,671		7,693	-1,022
4,957		5,183	-226
9,703		9,520	183
7,512		7,790	-278
2,610		2,158	452
3,821		3,921	-100
6,915		7,732	-817
7,083		4,098	2,985
12,446		10,039	2,407
2,135		2,090	45
2,760		2,130	630
3,450		2,266	1,184
4,547		3,279	1,268
12,815		9,476	3,339
5,974		3,922	2,052
2,285		2,196	89
2,939		3,262	-323
3,877		4,025	-148
6,752		4,030	2,722
10,513		7,704	2,809
1,760		1,513	247
2,547		2,429	118
4,594		4,284	310
6,357		6,247	110
942		1,060	-118
3,508		5,316	-1,808

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)
5,396		9,989	-4,593
1,819		1,784	35
5,457		5,042	415
1,218		1,182	36
2,436		2,233	203
1,236		1,279	-43
3,412		3,042	370
2,500		2,612	-112
6,842		6,432	410
2,354		3,267	-913
1,043		949	94
4,221		3,627	594
7,478		5,894	1,584
2,493		2,007	486
5,827		4,960	867
3,211		2,645	566
2,007		1,803	204
5,590		3,515	2,075
7,453		4,879	2,574
4,688		3,898	790
1,705		1,522	183
3,564		3,355	209
999		998	1
1,128		1,028	100
3,141		2,468	673
6,983		7,220	-237
4,003		2,753	1,250
8,317		7,381	936
1,378		1,076	302
2,006		2,066	-60

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
10,986		9,950	1,036
7,689		6,881	808
6,477		6,209	268
2,947		2,586	361
854		1,035	-181
1,845		1,568	277
1,384		1,089	295
2,503		2,264	239
2,245		1,903	342
1,356		1,100	256
1,161		1,021	140
1,737		1,692	45
967		1,112	-145
2,901		3,206	-305
2,728		2,042	686
2,840		2,735	105
1,284		1,249	35
1,591		1,722	-131
1,354		1,373	-19
1,820		1,258	562
2,749		2,392	357
2,397		1,877	520
1,008		676	332
4,793		3,614	1,179
888		679	209
1,871		2,054	-183
2,666		3,673	-1,007
2,938		1,674	1,264
5,510		5,027	483
1,592		1,525	67

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
2,723		2,480	243
2,632		1,887	745
2,506		2,589	-83
3,208		2,990	218
35,465		41,307	-5,842
2,719		2,826	-107
1,795		2,387	-592
2,462		4,397	-1,935
1,448		1,143	305
1,033		957	76
2,057		1,513	544
2,006		1,293	713
1,132		957	175
3,071		3,052	19
898		1,226	-328
1,126		1,144	-18
35,732		36,049	-317
1,465		1,001	464
2,882		1,877	1,005
2,064		1,722	342
1,216		961	255
1,016		1,010	6
1,074		679	395
1,504		1,236	268
690		578	112
750		633	117
2,162		1,716	446
3,109		1,732	1,377
1,308		1,159	149
1,780		1,604	176

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)
1,052		1,174	-122
2,945		3,352	-407
123,610		122,128	1,482
21,311		21,196	115
7,834		7,827	7
1,983		1,742	241
2,115		1,233	882
3,625		3,301	324
4,959		4,435	524
1,769		1,427	342
2,409		2,281	128
1,015		902	113
886		688	198
1,211		1,003	208
35,304		34,621	683
4,448		4,496	-48
529		510	19
1,985		2,355	-370
405		584	-179
533		444	89
1,066		990	76
2,375		2,376	-1
2,977		2,677	300
2,972		2,492	480
3,716		3,200	516
2,018		1,837	181
3,585		3,053	532
915		796	119
3,628		3,130	498
1,581		1,207	374

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)
1,349		1,274	75
2,112		1,521	591
2,106		2,015	91
3,216		2,745	471
4,800		4,386	414
622		448	174
2,262		1,898	364
3,996		3,022	974
961		1,003	-42
2,442		1,653	789
1,961		2,025	-64
530		430	100
1,057		765	292
771		686	85
74,785		70,993	3,792
35,902		36,149	-247
2,904		2,189	715
2,082		1,481	601
711		743	-32
2,762		1,993	769
1,976		1,993	-17
2,389		1,934	455
2,347		2,255	92
1,943		1,414	529
1,087		862	225
1,268		1,154	114
4,891		3,902	989
3,253		2,855	398
5,379		5,177	202
1,455		1,159	296

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)
894		1,164	-270
5,499		3,748	1,751
1,833		1,654	179
3,319		2,887	432
3,595		3,230	365
2,779		2,830	-51
1,710		2,449	-739
1,584		1,077	507
7,130		4,548	2,582
1,888		1,621	267
759		595	164
2,785		2,785	
1,437		1,161	276
2,855		3,299	-444
625		724	-99
2,453		2,430	23
2,085		2,024	61
1,389		1,089	300
602		629	-27
3,916		1,869	2,047
1,930		1,945	-15
1,000		979	21
4,001		2,773	1,228
1,245		1,170	75
3,035		2,978	57
3,274		2,352	922
546		363	183
983		959	24
1,234		1,100	134
1,836		1,132	704

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)
7,365		6,653	712
1,454		1,880	-426
1,254		952	302
1,332		1,208	124
3,857		3,421	436
1,732		1,591	141
2,042		1,861	181
1,006		688	318
9,740		5,597	4,143
1,835		1,804	31
1,330		1,003	327
1,119		1,156	-37
981		1,261	-280
9,794		9,442	352
2,017		2,064	-47
3,782		4,037	-255
2,234		1,249	985
2,098		1,890	208
1,998		2,467	-469
4,893		5,061	-168
791		980	-189
863		1,402	-539
4,531		4,086	445
1,116		1,032	84
3,300		2,970	330
2,200		1,776	424
1,165		1,051	114
4,273		4,611	-338
1,731		1,021	710
2,911		2,828	83

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)
1,247		1,292	-45
1,159		1,019	140
1,785		1,585	200
3,859		3,825	34
3,205		3,249	-44
1,712		2,168	-456
1,547		1,305	242
3,867		2,538	1,329
4,402		3,323	1,079
4,922		3,912	1,010
1,801		1,679	122
4,064		2,743	1,321
2,371		2,082	289
2,045		1,837	208
3,114		2,472	642
1,246		1,005	241
2,419		2,308	111
1,201		1,061	140
5,164		5,349	-185
2,435		2,423	12
8,131		7,704	427
5,421		4,766	655
1,016		1,636	-620
150		111	39
1,082		1,042	40
1,947		2,184	-237
732		431	301
2,296		2,230	66
708		507	201
1,591		1,546	45

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)
1,571		2,662	-1,091
3,618		3,509	109
1,149		895	254
16,577		18,877	-2,300
1,001		589	412
796		807	-11
2,349		1,898	451
1,546		1,540	6
3,228		2,418	810
1,614		1,326	288
2,161		2,507	-346
2,558		1,653	905
640		446	194
4,005		4,051	-46
1,000		859	141
5,213		3,453	1,760
2,185		2,157	28
3,039		2,717	322
2,735		2,259	476
6,569		4,576	1,993
1,971		1,305	666
1,779		1,746	33
1,779		1,258	521
2,772		2,357	415
3,018		2,563	455
1,764		1,313	451
1,176		1,130	46
5,457		4,189	1,268
2,598		2,159	439
3,340		1,964	1,376

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)
4,826		3,340	1,486
2,008		1,001	1,007
2,410		1,594	816
4,026		3,986	40
1,189		1,574	-385
2,675		2,434	241
1,196		855	341
475		381	94
1,426		1,033	393
556		629	-73
5,002		4,162	840
3,185		2,841	344
2,489		1,934	555
3,578		1,988	1,590
3,101		3,007	94
1,456		1,061	395
1,667		1,299	368
2,197		1,774	423
816		884	-68
2,222		2,198	24
2,222		2,039	183
606		361	245
606		434	172
			67

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	
			-198
			115
			1,014
			-978
			283
			33
			-1,510
			-1,402
			19
			109
			1,850
			772
			345
			783
			53
			1,976
			528
			1,278
			597
			806
			178
			268
			88
			388
			70
			-77
			-77
			204
			-272
			-34

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	
			-208
			-397
			252
			-469
			-1,022
			-226
			183
			-278
			452
			-100
			-817
			2,985
			2,407
			45
			630
			1,184
			1,268
			3,339
			2,052
			89
			-323
			-148
			2,722
			2,809
			247
			118
			310
			110
			-118
			-1,808

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-4,593
			35
			415
			36
			203
			-43
			370
			-112
			410
			-913
			94
			594
			1,584
			486
			867
			566
			204
			2,075
			2,574
			790
			183
			209
			1
			100
			673
			-237
			1,250
			936
			302
			-60

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	
			1,036
			808
			268
			361
			-181
			277
			295
			239
			342
			256
			140
			45
			-145
			-305
			686
			105
			35
			-131
			-19
			562
			357
			520
			332
			1,179
			209
			-183
			-1,007
			1,264
			483
			67

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	
			243
			745
			-83
			218
			-5,842
			-107
			-592
			-1,935
			305
			76
			544
			713
			175
			19
			-328
			-18
			-317
			464
			1,005
			342
			255
			6
			395
			268
			112
			117
			446
			1,377
			149
			176

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	
			-122
			-407
			1,482
			115
			7
			241
			882
			324
			524
			342
			128
			113
			198
			208
			683
			-48
			19
			-370
			-179
			89
			76
			-1
			300
			480
			516
			181
			532
			119
			498
			374

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	
			75
			591
			91
			471
			414
			174
			364
			974
			-42
			789
			-64
			100
			292
			85
			3,792
			-247
			715
			601
			-32
			769
			-17
			455
			92
			529
			225
			114
			989
			398
			202
			296

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	
			-270
			1,751
			179
			432
			365
			-51
			-739
			507
			2,582
			267
			164
			276
			-444
			-99
			23
			61
			300
			-27
			2,047
			-15
			21
			1,228
			75
			57
			922
			183
			24
			134
			704

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	
			712
			-426
			302
			124
			436
			141
			181
			318
			4,143
			31
			327
			-37
			-280
			352
			-47
			-255
			985
			208
			-469
			-168
			-189
			-539
			445
			84
			330
			424
			114
			-338
			710
			83

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	
			-45
			140
			200
			34
			-44
			-456
			242
			1,329
			1,079
			1,010
			122
			1,321
			289
			208
			642
			241
			111
			140
			-185
			12
			427
			655
			-620
			39
			40
			-237
			301
			66
			201
			45

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	
			-1,091
			109
			254
			-2,300
			412
			-11
			451
			6
			810
			288
			-346
			905
			194
			-46
			141
			1,760
			28
			322
			476
			1,993
			666
			33
			521
			415
			455
			451
			46
			1,268
			439
			1,376

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	
			1,486
			1,007
			816
			40
			-385
			241
			341
			94
			393
			-73
			840
			344
			555
			1,590
			94
			395
			368
			423
			-68
			24
			183
			245
			172

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

Recipient Name and address (home or business)	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
a *Paid during the year*				
AMERICAN CANCER SOCIETY PO BOX 720366 OKLAHOMA CITY, OK 73162	NONE	PUBLIC CHARITY	GENERAL FUNDS	500
BILLY GRAHAM EVANGELISTIC ASSN 1 BILLY GRAHAM PARKWAY CHARLOTTE, NC 28201	NONE	PUBLIC CHARITY	GENERAL FUNDS	9,716
FERRUM COLLEGE COLLEGE RELATIONS OFFICE FERRUM, VA 24088	NONE	PUBLIC CHARITY	SCHOLARSHIP FUNDS	9,716
DAUGHTERS OF THE AMERICAN REVOLUTION 1776 D STREET NW - ADM BLDG WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	GENERAL FUNDS	9,716
ADULT CARE CENTER OF THE NORTHERN SHENANDOAH VALLEY INC 115 WOLFE ST WINCHESTER, VA 22601	NONE	PUBLIC CHARITY	TO ASSIST NEEDY ELDERLY	1,300
AMERICAN RED CROSS 561 FORTRESS DR WINCHESTER, VA 22603	NONE	PUBLIC CHARITY	EMERGENCY ASSISTANCE	900
BIG BROTHERSBIG SISTERS OF WINCHESTER FREDERICK & CLARKE CNTY 121 YOUTH DEVELOPMENT COURT WINCHESTER, VA 22601	NONE	PUBLIC CHARITY	GENERAL FUNDS	1,100
BLUE RIDGE AREA FOOD BANK P O BOX 937 VERONA, VA 24482	NONE	PUBLIC CHARITY	PUBLIC ASSISTANCE FOR NEEDY	1,500
BLUE RIDGE HOSPICE INC 333 WEST CORK ST WINCHESTER, VA 22604	NONE	PUBLIC CHARITY	GENERAL FUNDS	1,200
C-CAP OF WINCHESTER PO BOX 2112 WINCHESTER, VA 22604	NONE	PUBLIC CHARITY	GENERAL FUNDS	1,200
CHILD ASSAULT PREVENTION PROGRAM 125 YOUTH DEVELOPMENT COURT WINCHESTER, VA 22602	NONE	PUBLIC CHARITY	GENERAL FUNDS	1,000
CONCERN HOTLINE P O BOX 2032 WINCHESTER, VA 22601	NONE	PUBLIC CHARITY	GENERAL FUNDS	400
FREE MEDICAL CLINIC OF WINCHESTER 301 N CAMERON ST SUITE 100 WINCHESTER, VA 22601	NONE	PUBLIC CHARITY	GENERAL FUNDS	1,500
KIDS ARE OUR CONCERN (CLEAN) 123 YOUTH DEVELOPMENT COURT WINCHESTER, VA 22602	NONE	PUBLIC CHARITY	GENERAL FUNDS	500
LEARY EDUCATIONAL FOUNDATION P O BOX 3160 WINCHESTER, VA 22604	NONE	PUBLIC CHARITY	GENERAL FUNDS	500

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

Recipient Name and address (home or business)	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
a *Paid during the year*				
UNITED WAY OF WINCHESTER FREDERICK & CLARKE COUNTIES PO BOX 460 WINCHESTER, VA 22604	NONE	PUBLIC CHARITY	GENERAL FUNDS	800
WILLIAM AND HENRY EVANS HOME INC 330 EAST LEICESTER ST WINCHESTER, VA 22601	NONE	PUBLIC CHARITY	GENERAL FUNDS	400
HEALTHY FAMILIES OF THE NORTHERN SHENANDOAH VALLEY P O BOX 146 GORE, VA 22637	NONE	PUBLIC CHARITY	GENERAL FUNDS	900
NATIONAL DIVISION OF GENERAL BOARD GLOBAL MISSIONS OF UMC 475 RIVERSIDE DRIVE NEW YORK, NY 10115	NONE	PUBLIC CHARITY	GENERAL FUNDS	9,716
SALVATION ARMY OF WINCHESTER P O BOX 2745 WINCHESTER, VA 22604	NONE	PUBLIC CHARITY	GENERAL FUNDS	900
VIRGINIA UNITED METHODIST FAMILY SERVICES 3900 WEST BROAD ST RICHMOND, VA 23230	NONE	PUBLIC CHARITY	ASSIST NEEDY FAMILIES	19,432
THE LAUREL CENTER POST OFFICE BOX 14 WINCHESTER, VA 22604	NONE	EXEMPT	GENERAL FUNDS	1,400
BOYS AND GIRLS CLUB OF NORTHERN WINCHESTER 121 YOUTH DEVELOPMENT COURT WINCHESTER, VA 22602	NONE	EXEMPT	COMMUNITY	1,000
WINCHESTER EDUCATION FOUNDATION 14 NORTH BRADDOCK STREET WINCHESTER, VA 22601	NONE	EXEMPT	EDUCATIONAL	3,000
Total . . . . ▶ **3a**				78,296

TY 2012 Other Increases Schedule

Name: RIDGEWAY EM-CHARITTUW

EIN: 54-6202908

Description	Amount
DIFF IN MUTUAL FDS REC/REPORTED	1,405
ADJUSTMENT FOR ROUNDING	9