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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 NOV 1, 2012, and ending OCT 31, 2013

|   |  |  |
|---|--|--|
| Name of foundation<br><b>W.E. MCGUIRE CHARITABLE FOUNDATION, INC</b>  |  | A Employer identification number<br><b>54-0761802</b>  |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>1112 WESTOVER AVE</b>  | Room/suite   | B Telephone number<br><b>(757) 461-3313</b>  |
| City or town, state, and ZIP code<br><b>NORFOLK, VA 23507</b>   |  | C If exemption application is pending, check here <input type="checkbox"/>   |
| G Check all that apply:<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Name change |  | D 1. Foreign organizations, check here <input type="checkbox"/><br>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<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust<br><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)<br><b>\$ 1,107,835.</b>  | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><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<br>(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  |  | 36,855.                            | 36,855.                   |                         | STATEMENT 1   |
| 5a Gross rents  |  |                                    |                           |                         |   |
| b Net rental income or (loss)   |  |                                    |                           |                         |   |
| 6a Net gain or (loss) from sale of assets not on line 10  |  | 55,521.                            |                           |                         |   |
| b Gross sales price for all assets on line 6a <b>460,602.</b>   |  |                                    | 55,521.                   |                         |   |
| 7 Capital gain net income (from Part IV, line 2)  |  |                                    |                           |                         |   |
| 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  |  | 92,376.                            | 92,376.                   |                         |   |
| 13 Compensation of officers, directors, trustees, etc   |  | 0.                                 | 0.                        |                         | 0.  |
| 14 Other employee salaries and wages  |  |                                    |                           |                         |   |
| 15 Pension plans, employee benefits   |  |                                    |                           |                         |   |
| 16a Legal fees  |  |                                    |                           |                         |   |
| b Accounting fees STMT 2  |  | 3,525.                             | 3,525.                    |                         | 0.  |
| c Other professional fees STMT 3  |  | 4,049.                             | 4,049.                    |                         | 0.  |
| 17 Interest   |  |                                    |                           |                         |   |
| 18 Taxes STMT 4   |  | 927.                               | 0.                        |                         | 0.  |
| 19 Depreciation and depletion   |  |                                    |                           |                         |   |
| 20 Occupancy  |  |                                    |                           |                         |   |
| 21 Travel, conferences, and meetings  |  | 1,633.                             | 1,633.                    |                         | 0.  |
| 22 Printing and publications  |  |                                    |                           |                         |   |
| 23 Other expenses   |  |                                    |                           |                         |   |
| 24 Total operating and administrative expenses. Add lines 13 through 23   |  | 10,134.                            | 9,207.                    |                         | 0.  |
| 25 Contributions, gifts, grants paid  |  | 57,500.                            |                           |                         | 57,500.   |
| 26 Total expenses and disbursements. Add lines 24 and 25  |  | 67,634.                            | 9,207.                    |                         | 57,500.   |
| 27 Subtract line 26 from line 12:   |  |                                    |                           |                         |   |
| a Excess of revenue over expenses and disbursements   |  | 24,742.                            |                           |                         |   |
| b Net investment income (if negative, enter -0-)  |  |                                    | 83,169.                   |                         |   |
| c Adjusted net income (if negative, enter -0-)  |  |                                    |                           | N/A                     |   |

915,16

3

| Part II Balance Sheets      |   | Attached schedules and amounts in the description column should be for end-of-year amounts only |            | Beginning of year | End of year    |                       |
|-----------------------------|---|---|------------|-------------------|----------------|-----------------------|
|                             |   |   |            | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| Assets                      | 1   | Cash - non-interest-bearing   |            | 15,438.           | 6,858.         | 6,858.                |
|                             | 2   | Savings and temporary cash investments  |            |                   |                |                       |
|                             | 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 STMT 6                                      | 215,104.   | 157,112.          | 167,568.       |                       |
|                             | b   | Investments - corporate stock STMT 7  | 313,446.   | 308,658.          | 408,390.       |                       |
|                             | c   | Investments - corporate bonds STMT 8  | 284,379.   | 232,468.          | 250,505.       |                       |
| 11                          | Investments - land, buildings, and equipment basis ▶                                      |   |            |                   |                |                       |
|                             | Less accumulated depreciation ▶   |   |            |                   |                |                       |
| 12                          | Investments - mortgage loans STMT 9   | 15,436.   | 0.         | 0.                |                |                       |
| 13                          | Investments - other STMT 10   | 101,762.  | 271,726.   | 274,514.          |                |                       |
| 14                          | Land, buildings, and equipment: basis ▶   |   |            |                   |                |                       |
|                             | Less accumulated depreciation ▶   |   |            |                   |                |                       |
| 15                          | Other assets (describe ▶ )  |   |            |                   |                |                       |
| 16                          | Total assets (to be completed by all filers)  |   | 945,565.   | 976,822.          | 1,107,835.     |                       |
| 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   |            |                   |                |                       |
|                             | 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  | 1,133,502. | 1,133,502.        |                |                       |
|                             | 28  | Paid-in or capital surplus, or land, bldg., and equipment fund                                  | 0.         | 0.                |                |                       |
|                             | 29  | Retained earnings, accumulated income, endowment, or other funds                                | <187,937.> | <156,680.>        |                |                       |
| 30                          | Total net assets or fund balances   | 945,565.  | 976,822.   |                   |                |                       |
| 31                          | Total liabilities and net assets/fund balances  | 945,565.  | 976,822.   |                   |                |                       |

## 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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 945,565. |
| 2 | Enter amount from Part I, line 27a  | 2 | 24,742.  |
| 3 | Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5  | 3 | 6,515.   |
| 4 | Add lines 1, 2, and 3   | 4 | 976,822. |
| 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 | 976,822. |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--|--|--|--------------------------------------|----------------------------------|
| 1a SEE ATTACHED - ST GAIN/LOSS   |  | P  | VARIOUS                              | 10/31/13                         |
| b SEE ATTACHED - LT GAIN/LOSS  |  | P  | VARIOUS                              | 10/31/13                         |
| c SETTLEMENT PROCEEDS & OTHER  |  | P  | VARIOUS                              | 12/18/12                         |
| d  |  |  |                                      |                                  |
| e  |  |  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a 164,524.            |  | 147,714.  | 16,810.                                      |
| b 296,074.            |  | 257,367.  | 38,707.                                      |
| c 4.                  |  |   | 4.   |
| 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<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------|--------------------------------------|---|---|
| a                         |                                      |   | 16,810.   |
| b                         |                                      |   | 38,707.   |
| c                         |                                      |   | 4.  |
| d                         |                                      |   |   |
| e                         |                                      |   |   |

|   |  |  |   |         |
|---|--|--|---|---------|
| 2 Capital gain net income or (net capital loss)   | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7              |  | 2 | 55,521. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 | { If gain, also enter in Part I, line 8, column (c).<br>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)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|--|--|--|---|
| 2011   | 51,000.                                  | 1,061,895.                                   | .048027   |
| 2010   | 54,500.                                  | 1,081,290.                                   | .050403   |
| 2009   | 55,000.                                  | 1,063,173.                                   | .051732   |
| 2008   | 60,165.                                  | 1,012,423.                                   | .059427   |
| 2007   | 60,125.                                  | 1,159,599.                                   | .051850   |

|  |   |            |
|--|---|------------|
| 2 Total of line 1, column (d)  | 2 | .261439    |
| 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 | .052288    |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5   | 4 | 1,081,424. |
| 5 Multiply line 4 by line 3  | 5 | 56,545.    |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)   | 6 | 832.       |
| 7 Add lines 5 and 6  | 7 | 57,377.    |
| 8 Enter qualifying distributions from Part XII, line 4   | 8 | 57,500.    |

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

**Part 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.<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) |    |        |      |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b   |    | 1      | 832. |
| 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      | 832. |
| 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      | 832. |
| 6 Credits/Payments:  |    |        |      |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012  | 6a | 1,080. |      |
| b Exempt foreign organizations - tax withheld at source  | 6b |        |      |
| c Tax paid with application for extension of time to file (Form 8868)  | 6c |        |      |
| d Backup withholding erroneously withheld  | 6d |        |      |
| 7 Total credits and payments. Add lines 6a through 6d  | 7  | 1,080. |      |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached   | 8  |        |      |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed  | 9  |        |      |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid   | 10 | 248.   |      |
| 11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 248. Refunded <input checked="" type="checkbox"/> 0.  | 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?  |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?<br>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:<br>(1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.   |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.  |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities.  | 2   | 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   | 3   | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?   | 4a  | X  |
| 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?<br>If "Yes," attach the statement required by General Instruction T   | 5   | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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   | X  |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year?<br>If "Yes," complete Part II, col (c), and Part XV.   | 7   | X  |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> VA   |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation  | 8b  | 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   | 9   | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses  | 10  | 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?<br>Website address ► N/A  | 13  | X   |    |
| 14 | The books are in care of ► WILLIAM WALDROP<br>Located at ► 1112 WESTOVER AVE, NORFOLK, VA, NORFOLK, VA  | Telephone no. ► (757) 461-3313<br>ZIP+4 ► 23507 |     |    |
| 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<br>► 15 N/A   |   |     |    |
| 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?<br>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 checked="" type="checkbox"/> Yes <input 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)?<br>Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>  | 1b  | X  |
| 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  | X  |
| 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?<br>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.<br>►  |   |    |
| 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 |
|  |   | X  |

Form 990-PF (2012)

**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

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?

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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?

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 |
|---|---|---|---|---------------------------------------|
| SHIRLEY M RHEES<br>LAKE PRINCE CENTER #122, 100 ANNA GOO<br>SUFFOLK, VA 23434 | PRES/DIR<br>0.10  | 0.  | 0.  | 0.                                    |
| DR WILLIAM MCGUIRE WALDROP<br>1112 WESTOVER AVE,<br>NORFOLK, VA 23507         | VP/TREAS<br>0.10  | 0.  | 0.  | 0.                                    |
| DAVID JEROME RHEES<br>1806 RIVER RD,<br>ELIZABETH CITY, NC 27909              | SEC/DIR<br>0.10   | 0.  | 0.  | 0.                                    |
| SUSAN WALDROP DONCKERS<br>702 PRESTON AVE,<br>BLACKSBURG, VA 24060            | DIR<br>0.10   | 0.  | 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 | 1,015,514. |
| b | Average of monthly cash balances  | 1b | 82,378.    |
| c | Fair market value of all other assets   | 1c |            |
| d | Total (add lines 1a, b, and c)  | 1d | 1,097,892. |
| 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  | 1,097,892. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 16,468.    |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4        | 5  | 1,081,424. |
| 6 | Minimum investment return. Enter 5% of line 5   | 6  | 54,071.    |

**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  | 54,071. |
| 2a | Tax on investment income for 2012 from Part VI, line 5   | 2a | 832.    |
| b  | Income tax for 2012. (This does not include the tax from Part VI.)                                 | 2b |         |
| c  | Add lines 2a and 2b  | 2c | 832.    |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 53,239. |
| 4  | Recoveries of amounts treated as qualifying distributions  | 4  | 0.      |
| 5  | Add lines 3 and 4  | 5  | 53,239. |
| 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  | 53,239. |

**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 | 57,500. |
| b | Program-related investments - total from Part IX-B  | 1b | 0.      |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                         | 2  |         |
| 3 | Amounts set aside for specific charitable projects that satisfy the:  |    |         |
| a | Suitability test (prior IRS approval required)  | 3a |         |
| b | Cash distribution test (attach the required schedule)   | 3b |         |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                        | 4  | 57,500. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5  | 832.    |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4  | 6  | 56,668. |

**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.

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**Part XIII** Undistributed Income (see instructions)

|  | (a)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7   |               |                            |             | 53,239.     |
| 2 Undistributed income, if any, as of the end of 2012  |               |                            |             |             |
| a Enter amount for 2011 only   |               |                            | 0.          |             |
| b Total for prior years:   |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2012:   |               |                            |             |             |
| a From 2007  | 2,895.        |                            |             |             |
| b From 2008  | 10,214.       |                            |             |             |
| c From 2009  | 2,526.        |                            |             |             |
| d From 2010  | 1,391.        |                            |             |             |
| e From 2011  |               |                            |             |             |
| f Total of lines 3a through e  | 17,026.       |                            |             |             |
| 4 Qualifying distributions for 2012 from Part XII, line 4: ► \$  | 57,500.       |                            |             |             |
| a Applied to 2011, but not more than line 2a   |               |                            | 0.          |             |
| b Applied to undistributed income of prior years (Election required - see instructions)  |               | 0.                         |             |             |
| c Treated as distributions out of corpus (Election required - see instructions)  | 0.            |                            |             |             |
| d Applied to 2012 distributable amount   |               |                            |             | 53,239.     |
| e Remaining amount distributed out of corpus   | 4,261.        |                            |             |             |
| 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  | 21,287.       |                            |             |             |
| 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  |               |                            |             | 0.          |
| 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   | 2,895.        |                            |             |             |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a  | 18,392.       |                            |             |             |
| 10 Analysis of line 9:   |               |                            |             |             |
| a Excess from 2008   | 10,214.       |                            |             |             |
| b Excess from 2009   | 2,526.        |                            |             |             |
| c Excess from 2010   | 1,391.        |                            |             |             |
| d Excess from 2011   |               |                            |             |             |
| e Excess from 2012   | 4,261.        |                            |             |             |



**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient  | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution             | Amount  |
|--|---|--------------------------------|--|---------|
| Name and address (home or business)                                      |   |                                |  |         |
| a Paid during the year   |   |                                |  |         |
| ARTZONE<br>307 LANSING AVENUE<br>LYNCHBURG, VA 24502                     | N/A   | 501 C3                         | REHAB EDUCATION FOR UNDERPRIVILEGED CHILDREN | 7,000.  |
| BAKKEN LIBRARY AND MUSEUM<br>3537 ZENITH AVENUE<br>MINNEAPOLIS, MN 55416 | N/A   | 501 C3                         | ARTS & CULTURAL                              | 13,250. |
| CENTER IN THE SQUARE<br>1 MARKET SQUARE<br>ROANOKE, VA 24011             | N/A   | 501 C3                         | ARTS & CULTURAL                              | 3,000.  |
| CHRIST EPISCOPAL CHURCH<br>P.O. BOX 164<br>BLACKSBURG, VA 24060          | N/A   | 501 C3                         | CHURCH PROGRAMS                              | 1,500.  |
| CHRYSLER MUSEUM OF ART<br>245 WEST OLNEY RD.<br>NORFOLK, VA 23510        | N/A   | 501 C3                         | ARTS & CULTURAL                              | 5,000.  |
| Total  |   |                                | SEE CONTINUATION SHEET(S) ▶ 3a               | 57,500. |
| b Approved for future payment  |   |                                |  |         |
| NONE   |   |                                |  |         |
|  |   |                                |  |         |
|  |   |                                |  |         |
| Total  |   |                                | ▶ 3b   | 0.      |





**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)   | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount         |
|--|--|--------------------------------------|-------------------------------------|----------------|
| CAMP ODAYIN<br>P.O. BOX 2068<br>STILLWATER, MN 55082   | N/A  | 501 C3                               | CHILDREN'S ACTIVITIES               | 250.           |
| FIRST UNIVERSALIST CHURCH<br>3400 DUPONT AVENUE<br>MINNEAPOLIS, MN 55416                     | N/A  | 501 C3                               | CHURCH PROGRAMS                     | 500.           |
| INTELLECTUAL DISABILITIES AGENCY<br>16 E MAIN ST<br>CHRISTIANSBURG, VA 24623                 | N/A  | 501 C3                               | HEALTH SERVICES                     | 3,000.         |
| LAKE PRINCE WOODS<br>100 ANNA GOODE WAY<br>SUFFOLK, VA 23434                                 | N/A  | 501 C3                               | HEALTH SERVICES                     | 12,500.        |
| GRACE LUTHERN CHURCH<br>21 CARROLL STREET<br>WESTMINSTER, MD 21157                           | N/A  | 501 C3                               | CHURCH PROGRAMS                     | 5,000.         |
| SHAFTSBURY AFTER SCHOOL FUND<br>203 RIDGE ROAD<br>SHAFTSBURY, UT 05262                       | N/A  | 501 C3                               | CHILD DEVELOPMENT                   | 500.           |
| ST. JOHN'S EPISCOPAL CHURCH<br>828 KINGS HIGHWAY<br>SALEM, VA 23432                          | N/A  | 501 C3                               | CHURCH PROGRAMS                     | 1,000.         |
| UNIVERSITY OF VIRGINIA, SCHOOL OF<br>NURSING<br>P.O. BOX 800782<br>CHARLOTTESVILLE, VA 22908 | N/A  | 501 C3                               | HIGHER EDUCATION                    | 1,000.         |
| VIRGINIA ARTS FESTIVAL<br>440 BANK STREET<br>NORFOLK, VA 23510                               | N/A  | 501 C3                               | ARTS & CULTURAL                     | 1,000.         |
| VIRGINIA OPERA<br>P.O. BOX 2580<br>NORFOLK, VA 23501   | N/A  | 501 C3                               | ARTS & CULTURAL                     | 3,000.         |
| <b>Total from continuation sheets</b>  |  |                                      |                                     | <b>27,750.</b> |

| FORM 990-PF                      | DIVIDENDS AND INTEREST FROM SECURITIES |                            | STATEMENT            | 1 |
|----------------------------------|--|----------------------------|----------------------|---|
| SOURCE                           | GROSS AMOUNT                           | CAPITAL GAINS<br>DIVIDENDS | COLUMN (A)<br>AMOUNT |   |
| BOND & NOTE INTEREST             | 23,490.                                | 0.                         | 23,490.              |   |
| DIVIDENDS                        | 13,358.                                | 0.                         | 13,358.              |   |
| MONEY FUND DIVIDENDS             | 7.                                     | 0.                         | 7.                   |   |
| TOTAL TO FM 990-PF, PART I, LN 4 | 36,855.                                | 0.                         | 36,855.              |   |

| FORM 990-PF                  | ACCOUNTING FEES              |                                   |                               | STATEMENT                     | 2 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| ACCOUNTING                   | 3,525.                       | 3,525.                            |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 16B | 3,525.                       | 3,525.                            |                               | 0.                            |   |

| FORM 990-PF                  | OTHER PROFESSIONAL FEES      |                                   |                               | STATEMENT                     | 3 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| INVESTMENT FEES              | 4,049.                       | 4,049.                            |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 16C | 4,049.                       | 4,049.                            |                               | 0.                            |   |

| FORM 990-PF                            | TAXES                        |                                   |                               | STATEMENT                     | 4 |
|--|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                            | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| FEDERAL EXCISE TAX<br>(ESTIMATES)      | 810.                         | 0.                                |                               | 0.                            |   |
| FEDERAL EXCISE TAX (PY<br>BALANCE DUE) | 117.                         | 0.                                |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 18            | 927.                         | 0.                                |                               | 0.                            |   |



| FORM 990-PF                            | OTHER INCREASES IN NET ASSETS OR FUND BALANCES | STATEMENT | 5 |
|--|--|-----------|---|
| DESCRIPTION                            |  | AMOUNT    |   |
| BASIS ADJUSTMENT TO INVESTMENT ACCOUNT |  | 6,515.    |   |
| TOTAL TO FORM 990-PF, PART III, LINE 3 |  | 6,515.    |   |

| FORM 990-PF                                      | U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS |                |            | STATEMENT            | 6 |
|--|--|----------------|------------|----------------------|---|
| DESCRIPTION                                      | U.S.<br>GOV'T                              | OTHER<br>GOV'T | BOOK VALUE | FAIR MARKET<br>VALUE |   |
| US TREASURY NOTES/BONDS                          | X  |                | 25,280.    | 29,990.              |   |
| MUNICIPAL BONDS                                  |  | X              | 131,832.   | 137,578.             |   |
| TOTAL U.S. GOVERNMENT OBLIGATIONS                |  |                | 25,280.    | 29,990.              |   |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS |  |                | 131,832.   | 137,578.             |   |
| TOTAL TO FORM 990-PF, PART II, LINE 10A          |  |                | 157,112.   | 167,568.             |   |

| FORM 990-PF                             | CORPORATE STOCK | STATEMENT  | 7                 |
|---|-----------------|------------|-------------------|
| DESCRIPTION                             |                 | BOOK VALUE | FAIR MARKET VALUE |
| STOCKS                                  |                 | 308,658.   | 408,390.          |
| TOTAL TO FORM 990-PF, PART II, LINE 10B |                 | 308,658.   | 408,390.          |

| FORM 990-PF                             | CORPORATE BONDS | STATEMENT  | 8                 |
|---|-----------------|------------|-------------------|
| DESCRIPTION                             |                 | BOOK VALUE | FAIR MARKET VALUE |
| CORPORATE BONDS                         |                 | 232,468.   | 250,505.          |
| TOTAL TO FORM 990-PF, PART II, LINE 10C |                 | 232,468.   | 250,505.          |

| FORM 990-PF                            | MORTGAGE LOANS | STATEMENT         | 9 |
|--|----------------|-------------------|---|
| DESCRIPTION                            | BOOK VALUE     | FAIR MARKET VALUE |   |
| GNMA & FNMA                            | 0.             | 0.                |   |
| TOTAL TO FORM 990-PF, PART II, LINE 12 | 0.             | 0.                |   |

| FORM 990-PF                            | OTHER INVESTMENTS | STATEMENT  | 10                |
|--|-------------------|------------|-------------------|
| DESCRIPTION                            | VALUATION METHOD  | BOOK VALUE | FAIR MARKET VALUE |
| MONEY FUNDS                            | COST              | 136,188.   | 136,188.          |
| INDEX FUNDS                            | COST              | 112,977.   | 115,979.          |
| BOND FUNDS                             | COST              | 22,561.    | 22,347.           |
| TOTAL TO FORM 990-PF, PART II, LINE 13 |                   | 271,726.   | 274,514.          |

**PALLADIUM**  
**REALIZED GAINS AND LOSSES**  
**WE MCGUIRE CHARITABLE FOUNDATION INC**  
**nMCGU410**

From 11-01-12 Through 10-31-13

| Open Date | Close Date | Quantity | Security                           | Total Cost | Amort. or Accretion | Proceeds  | Gain Or Loss |           |
|-----------|------------|----------|------------------------------------|------------|---------------------|-----------|--------------|-----------|
|           |            |          |                                    |            |                     |           | Short Term   | Long Term |
| 02-07-02  | 11-26-12   | 15,000   | FEDERAL NATL MTG ASSN MTN          | 15,435.60  | -435.60             | 15,000.00 |              |           |
|           |            |          | 6.260% Due 11-26-12                |            |                     |           |              |           |
| 05-15-06  | 12-03-12   | 100      | EATON CORP COM                     | 3,874.56   |                     | 5,190.56  |              | 1,316.00  |
| 05-11-12  | 12-12-12   | 75       | CUMMINS INC COM                    | 8,014.87   |                     | 7,961.97  | -52.90       |           |
| 07-13-12  | 12-12-12   | 115      | AFLAC INC COM                      | 5,014.07   |                     | 6,254.41  | 1,240.34     |           |
| 02-12-03  | 12-12-12   | 475      | INTEL CORP COM                     | 7,381.50   |                     | 9,823.28  |              | 2,443.78  |
| 03-27-09  | 12-12-12   | 75       | NORFOLK SOUTHERN CORP COM          | 2,646.51   |                     | 4,623.11  |              | 1,976.60  |
| 11-08-05  | 02-19-13   | 250      | AT&T INC COM                       | 5,952.50   |                     | 8,891.55  |              | 2,939.05  |
| 09-20-12  | 02-19-13   | 155      | SEAGATE TECHNOLOGY PLC SHS         | 4,636.23   |                     | 5,289.45  | 653.22       |           |
| 10-11-11  | 02-19-13   | 100      | CLIFFS NAT RES INC COM             | 6,122.05   |                     | 2,876.80  |              | -3,245.25 |
| 10-15-10  | 02-19-13   | 250      | CORNING INC COM                    | 4,711.58   |                     | 3,218.18  |              | -1,493.40 |
| 05-11-12  | 02-19-13   | 145      | KROGER CO COM                      | 3,351.94   |                     | 4,061.79  | 709.85       |           |
| 12-28-10  | 03-01-13   | 24,000   | MORGAN STANLEY 5.300% Due 03-01-13 | 25,520.88  | -1,520.88           | 24,000.00 |              |           |
| 09-20-11  | 03-13-13   | 135      | ACE LTD SHS                        | 8,619.00   |                     | 11,941.02 |              | 3,322.02  |
| 10-25-12  | 03-13-13   | 115      | ACE LTD SHS                        | 9,142.71   |                     | 10,171.98 | 1,029.27     |           |
| 06-14-11  | 03-13-13   | 125      | ENTERGY CORP NEW COM               | 8,675.16   |                     | 7,958.62  |              | -716.54   |
| 07-16-12  | 03-13-13   | 150      | BT GROUP PLC ADR                   | 5,213.57   |                     | 5,928.87  | 715.30       |           |
| 02-14-12  | 03-13-13   | 175      | BP PLC SPONSORED ADR               | 8,251.91   |                     | 7,031.42  |              | -1,220.49 |
| 09-14-99  | 04-17-13   | 150      | GENERAL DYNAMICS CORP COM          | 4,835.18   |                     | 9,993.63  |              | 5,158.45  |
| 07-18-12  | 04-17-13   | 90       | GENERAL DYNAMICS CORP COM          | 5,936.35   |                     | 5,996.18  | 59.83        |           |
| 09-20-12  | 04-17-13   | 330      | SEAGATE TECHNOLOGY PLC SHS         | 9,870.68   |                     | 11,411.30 | 1,540.62     |           |
| 09-20-12  | 04-17-13   | 225      | DR PEPPER SNAPPLE GROUP INC COM    | 10,026.85  |                     | 10,598.86 | 572.01       |           |
| 05-11-12  | 04-17-13   | 55       | CF INDS HLDGS INC COM              | 9,531.58   |                     | 9,493.99  | -37.59       |           |
| 10-10-12  | 04-17-13   | 135      | CATERPILLAR INC DEL COM            | 11,264.93  |                     | 10,915.09 | -349.84      |           |
| 07-13-12  | 05-09-13   | 95       | AFLAC INC COM                      | 4,142.06   |                     | 5,286.42  | 1,144.36     |           |
| 07-13-11  | 05-09-13   | 125      | TOTAL S A SPONSORED ADR            | 6,899.92   |                     | 6,330.52  |              | -569.40   |

**PALLADIUM**  
**REALIZED GAINS AND LOSSES**  
**WE MCGUIRE CHARITABLE FOUNDATION INC**  
**nMCGU410**

*From 11-01-12 Through 10-31-13*

| Open Date | Close Date | Quantity | Security   | Total Cost | Amort. or Accretion | Proceeds  | Gain Or Loss |           |
|-----------|------------|----------|--|------------|---------------------|-----------|--------------|-----------|
|           |            |          |  |            |                     |           | Short Term   | Long Term |
| 08-12-03  | 07-15-13   | 30,000   | UNITED STATES TREAS NTS<br>1.875% Due 07-15-13<br>Inflation factor 1.27334 | 28,919.68  | 9,094.82            | 38,012.40 |              | -2.10     |
| 08-28-06  | 08-15-13   | 30,000   | UNITED STATES TREAS NTS<br>4.250% Due 08-15-13                             | 29,071.88  | 928.12              | 30,000.00 |              |           |
| 09-20-12  | 08-28-13   | 95       | AMGEN INC COM  | 7,813.42   |                     | 10,319.27 | 2,505.85     | 3,363.26  |
| 03-13-10  | 08-28-13   | 105      | DISCOVER FINL SVCS COM   | 1,573.52   |                     | 4,936.78  |              |           |
| 11-21-08  | 08-28-13   | 145      | ALTRIA GROUP INC COM   | 2,132.69   |                     | 4,877.90  |              | 2,745.21  |
| 02-14-12  | 08-28-13   | 65       | NEWS CORP NEW CL B   | 595.31     |                     | 1,025.90  |              | 430.59    |
| 03-13-13  | 08-28-13   | 55       | STATE STR CORP COM   | 3,292.41   |                     | 3,670.00  | 377.59       |           |
| 11-10-04  | 08-28-13   | 100      | ISHARES MSCI EAFE ETF  | 5,045.33   |                     | 6,003.93  |              | 958.60    |
| 07-18-12  | 08-28-13   | 145      | ISHARES MSCI EAFE ETF  | 7,241.26   |                     | 8,705.69  |              | 1,464.43  |
| 01-06-04  | 08-28-13   | 225      | ISHARES MSCI EAFE ETF  | 10,544.25  |                     | 13,508.84 |              | 2,964.59  |
| 10-30-08  | 08-28-13   | 100      | ISHARES MSCI EAFE ETF  | 4,431.95   |                     | 6,003.93  |              | 1,571.98  |
| 07-08-09  | 08-28-13   | 275      | ISHARES MSCI EAFE ETF  | 12,152.37  |                     | 16,510.79 |              | 4,358.42  |
| 04-17-13  | 09-12-13   | 345      | COCA COLA ENTERPRISES INC NEW COM  | 12,763.29  |                     | 13,617.41 | 854.12       |           |
| 03-13-13  | 09-12-13   | 125      | STATE STR CORP COM   | 7,482.75   |                     | 8,486.65  | 1,003.90     |           |
| 02-19-13  | 09-12-13   | 195      | ALASKA AIR GROUP INC COM   | 9,711.27   |                     | 11,590.64 | 1,879.37     |           |
| 03-13-13  | 09-12-13   | 105      | TUPPERWARE BRANDS CORP COM   | 8,225.32   |                     | 8,832.10  | 606.78       |           |
| 07-16-12  | 10-14-13   | 240      | BT GROUP PLC ADR   | 8,341.72   |                     | 13,578.39 |              | 5,236.67  |
| 12-03-12  | 10-14-13   | 100      | EATON CORP PLC SHS   | 5,190.56   |                     | 6,877.94  | 1,687.38     |           |
| 05-09-13  | 10-14-13   | 110      | REINSURANCE GROUP AMER INC COM NEW   | 7,088.72   |                     | 7,759.42  | 670.70       |           |
| 02-14-12  | 10-14-13   | 260      | TWENTY FIRST CENTY FOX INC CL B  | 4,581.26   |                     | 8,676.90  |              | 4,095.64  |
| 08-11-03  | 10-14-13   | 20       | CHEVRON CORP NEW COM   | 743.43     |                     | 2,351.76  |              | 1,608.33  |

**PALLADIUM**  
**REALIZED GAINS AND LOSSES**  
**WE MCGUIRE CHARITABLE FOUNDATION INC**  
**nMCGU410**

From 11-01-12 Through 10-31-13

| Open Date                | Close Date | Quantity | Security                                 | Total Cost | Amort. or Accretion | Proceeds  | Gain Or Loss |           |
|--------------------------|------------|----------|--|------------|---------------------|-----------|--------------|-----------|
|                          |            |          |  |            |                     |           | Short Term   | Long Term |
| 03-15-12                 | 10-16-13   | 25,000   | WELLS FARGO & CO NEW 4.950% Due 10-16-13 | 26,390.25  | -1,390.25           | 25,000.00 |              |           |
| TOTAL GAINS              |            |          |  |            |                     |           | 17,250.49    | 45,933.61 |
| TOTAL LOSSES             |            |          |  |            |                     |           | -440.33      | -7,247.18 |
| TOTAL REALIZED GAIN/LOSS |            |          |  |            |                     |           | 398,404.84   | 6,676.21  |
|                          |            |          |  |            |                     |           | 460,597.64   | 16,810.16 |
|                          |            |          |  |            |                     |           |              | 38,706.43 |

|            |              |             |              |                  |
|------------|--------------|-------------|--------------|------------------|
| Short-term | \$147,713.58 | \$ - 0 -    | \$164,523.74 | \$16,810.16 gain |
| Long-term  | \$257,367.47 | \$ 6,676.21 | \$296,073.90 | \$38,706.43 gain |

- Where presented, performance figures indicated as "Gross of Fees" do not reflect the deduction of investment advisory fees or custodial expenses. Actual returns will be reduced by the advisory fees and other expenses the account may incur. Performance figures indicated as "Net of Fees" reflect the deduction of investment advisory fees. Actual brokerage or other transaction costs incurred are reflected in the calculation of returns.
- Palladium's standard fees are described in Part II of our Form ADV, provided to you at inception, and which is available upon request.
- For example, a fee of 90 basis points for a \$1,000,000 account would have the result of reducing returns by 0.9% per year. An account that earned 12% per year for ten years would have cumulative return of 210.6% before fees and 186.5% after fees.
- Actual investment management fees paid appear on the quarterly invoices included with your quarterly report, and on the annual summary provided to you upon the conclusion of each calendar year.
- Material market events and economic conditions have an effect on investment performance. General benchmark returns, if presented, indicate the movement of various markets during the time period represented. Benchmarks or indexes presented in conjunction with the Advisor's investment performance are not intended to indicate any similarity between the Advisor's investment and the benchmarks or indexes. The benchmarks or indexes are materially different from the Advisor's portfolio presented.
- Results presented reflect the reinvestment of dividends and other earnings in that dividend and earnings are held in the account and invested at management's discretion. Dividends and earnings are not typically reinvested in individual securities.
- Return calculations are time-weighted total returns based on monthly valuations. Significant contributions or withdrawals that exceed 10% of account value will trigger an inter-month valuation and total return calculation. The valuation period returns are geometrically linked to produce returns for longer periods.
- Should an asterisk \* appear on a given security, the price illustrated has been provided by a source other than your custodian that Palladium believes reliable. In the case of limited partnerships, this source is the General Partner. Such prices reflect the most recent valuation available or the most recent transaction, but may be historical by a month or more. Please contact our office if you would like more information regarding the valuation of any security.
- Past performance is not a guarantee of future results. Future results may differ materially from those illustrated. There is a possibility that you could lose money when investing.
- Your Palladium statement is reconciled monthly with information provided by your custodian. Palladium urges clients to compare account statements received from the advisor with those received from the custodian. Please notify us at 757-305-1500 if there are any questions or concerns.

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

*Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868*

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*

## **Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

|   |  |  |
|---|--|--|
| <b>Type or print</b>  | Name of exempt organization or other filer, see instructions.<br><b>W.E. MCGUIRE CHARITABLE FOUNDATION, INC</b>      | Employer identification number (EIN) or<br><b>54-0761802</b> |
| File by the due date for filing your return. See instructions | Number, street, and room or suite no. If a P.O. box, see instructions.<br><b>1112 WESTOVER AVE</b>                   | Social security number (SSN)                                 |
|   | City, town or post office, state, and ZIP code. For a foreign address, see instructions.<br><b>NORFOLK, VA 23507</b> |  |

Enter the Return code for the return that this application is for (file a separate application for each return)

**04**

| Application Is For                       | Return Code | Application Is For       | Return Code |
|--|-------------|--------------------------|-------------|
| Form 990 or Form 990-EZ                  | 01          | Form 990-T (corporation) | 07          |
| Form 990-BL                              | 02          | Form 1041-A              | 08          |
| Form 4720 (individual)                   | 03          | Form 4720                | 09          |
| Form 990-PF                              | 04          | Form 5227                | 10          |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05          | Form 6069                | 11          |
| Form 990-T (trust other than above)      | 06          | Form 8870                | 12          |

**WILLIAM WALDROP**

- The books are in the care of ► **1112 WESTOVER AVE, NORFOLK, VA - NORFOLK, VA 23507**  
Telephone No. ► **(757) 461-3313** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **JUNE 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
► ☐ calendar year \_\_\_\_\_ or  
► ☒ tax year beginning **NOV 1, 2012**, and ending **OCT 31, 2013**.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period

|  |           |                  |
|--|-----------|------------------|
| <b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.                                   | <b>3a</b> | \$ <b>832.</b>   |
| <b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | <b>3b</b> | \$ <b>1,080.</b> |
| <b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.             | <b>3c</b> | \$ <b>0.</b>     |

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

Form **8868** (Rev. 1-2013)

**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
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**Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).**

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Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

|   |  |  |
|---|--|--|
| Type or print<br><br>File by the due date for filing your return. See instructions. | Name of exempt organization or other filer, see instructions.<br><br><b>W.E. MCGUIRE CHARITABLE FOUNDATION, INC</b>  | Employer identification number (EIN) or<br><br><b>54-0761802</b> |
|   | Number, street, and room or suite no. If a P.O. box, see instructions.<br><b>1112 WESTOVER AVE</b>                   | Social security number (SSN)                                     |
|   | City, town or post office, state, and ZIP code. For a foreign address, see instructions.<br><b>NORFOLK, VA 23507</b> |  |

Enter the Return code for the return that this application is for (file a separate application for each return)

**0 4**

| Application Is For                       | Return Code | Application Is For       | Return Code |
|--|-------------|--------------------------|-------------|
| Form 990 or Form 990-EZ                  | 01          | Form 990-T (corporation) | 07          |
| Form 990-BL                              | 02          | Form 1041-A              | 08          |
| Form 4720 (individual)                   | 03          | Form 4720                | 09          |
| Form 990-PF                              | 04          | Form 5227                | 10          |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05          | Form 6069                | 11          |
| Form 990-T (trust other than above)      | 06          | Form 8870                | 12          |

**WILLIAM WALDROP**

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|   |    |    |               |
|---|----|----|---------------|
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| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b | \$ | <b>1,080.</b> |
| c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.             | 3c | \$ | <b>0.</b>     |

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Form **8868** (Rev. 1-2013)