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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury

Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

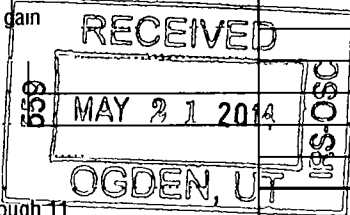
For calendar year 2013 or tax year beginning

, and ending

Name of foundation M W ARMISTEAD III FAMILY FOUNDATION		A Employer identification number 03-0435755
Number and street (or P O box number if mail is not delivered to street address) C/O TRUST CO OF VA, 204 SOUTH JEFFERSON	Room/suite 200	B Telephone number 540.343.1500
City or town, state or province, country, and ZIP or foreign postal code ROANOKE, VA 24011-1708		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2608586.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		60.	60.		STATEMENT 1
4 Dividends and interest from securities		67177.	67177.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		52873.			
b Gross sales price for all assets on line 6a		423509.			
7 Capital gain net income (from Part IV, line 2)			52873.		
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		120110.	120110.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		69.	0.		0.
b Accounting fees STMT 4		2500.	0.		0.
c Other professional fees STMT 5		22462.	22462.		0.
17 Interest					
18 Taxes STMT 6		2281.	481.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		25.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		27337.	22943.		0.
25 Contributions, gifts, grants paid		130000.			130000.
26 Total expenses and disbursements. Add lines 24 and 25		157337.	22943.		130000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<37227.>			
b Net investment income (if negative, enter -0-)			97167.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 29 2014



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			
	2 Savings and temporary cash investments	134522.	225147.	225147.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Liabilities	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	1904899.	1777645.	2383310.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 9)	713.	129.	129.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	2040134.	2002921.	2608586.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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.	
	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	2040134.	2002921.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	2040134.	2002921.	
	31 Total liabilities and net assets/fund balances	2040134.	2002921.	

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	2040134.
2 Enter amount from Part I, line 27a	2	<37227.>
3 Other increases not included in line 2 (itemize) ▶ 2013 DIVIDEND THROWBACKS TO 2012	3	16.
4 Add lines 1, 2, and 3	4	2002923.
5 Decreases not included in line 2 (itemize) ▶ 2014 DIVIDEND THROWBACKS TO 2013	5	2.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2002921.

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 TRUST COMPANY OF VIRGINIA SEE ATTACHED	P		
b CAPITAL GAINS DIVIDENDS			
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 421390.		370636.	50754.
b 2119.			2119.
c			
d			
e			

(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			50754.
b			2119.
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	52873.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	119543.	2369095.	.050459
2011	114336.	2411228.	.047418
2010	112609.	2287975.	.049218
2009	113952.	2148986.	.053026
2008	150446.	2559479.	.058780

2 Total of line 1, column (d)	2	.258901
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	.051780
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2528683.
5 Multiply line 4 by line 3	5	130935.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	972.
7 Add lines 5 and 6	7	131907.
8 Enter qualifying distributions from Part XII, line 4	8	130000.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1943.
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	1943.
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	1943.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1543.	
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	1543.	
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	400.	
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 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>THE TRUST COMPANY OF VIRGINIA</u> Telephone no. ► <u>540.343.1500</u> Located at ► <u>204 SOUTH JEFFERSON STREET SUITE 200, ROANOKE, VA</u> ZIP+4 ► <u>24011-1708</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 2013 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 2013.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4a	X
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 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b	X

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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

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

6b

X

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
ELFLEDA A RING	PRESIDENT			
C/O TRUST CO OF VIRGINIA 204 S JEFFERSON				
ROANOKE, VA 24011	0.25	0.	0.	0.
THE TRUST COMPANY OF VIRGINIA	TRUSTEE			
204 S JEFFERSON ST STE 200				
ROANOKE, VA 24011	0.25	0.	0.	0.
FLEDA A RING	TRUSTEE			
1319 MAPLE AVE				
ROANOKE, VA 26016	0.25	0.	0.	0.
MARY BRANDON COMER	TRUSTEE			
2227 ROSS LANE				
ROANOKE, VA 24015	0.25	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 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	2374797.
b	Average of monthly cash balances	1b	192394.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2567191.
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	2567191.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	38508.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2528683.
6	Minimum investment return. Enter 5% of line 5	6	126434.

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	126434.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1943.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1943.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	124491.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	124491.
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	124491.

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	130000.
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	130000.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	130000.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				124491.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			22156.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: \$ 130000.				
a Applied to 2012, but not more than line 2a			22156.	
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 2013 distributable amount				107844.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				16647.
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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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				
APPLE RIDGE FARM 541 LUCK AVE SW SUITE 304 ROANOKE, VA 24016	NONE	PUBLIC	SCHOLARSHIPS	10000.
APPLE RIDGE FARM 541 LUCK AVE SW SUITE 304 ROANOKE, VA 24016	NONE	PUBLIC	OPERATIONS	5000.
BETHANY HALL 1109 FRANKLIN ROAD SW ROANOKE, VA 24016	NONE	PUBLIC	FLEXIBLE FUND ACCOUNT	5000.
FREE CLINIC OF FRANKLIN COUNTY INC 200 DENT ST SUITE C ROCKY MOUNT, VA 24151	NONE	PUBLIC	OPERATIONS	10000.
GOOD NEIGHBORS FUND PO BOX 1951 ROANOKE, VA 24008	NONE	PUBLIC	OPERATIONS	2000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	130000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**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) is based on all information of which preparer has any knowledge.

► *res nuda*

5/7/14

► SEC/TASASUN

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instructions)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐
self-employed

PTIN	
------	--

SCOTT A BEAVERS

Scott A Becker

4-30-2014

P00014446

Firm's name ► **THE TAX COMPLEX, LC**

Firm's EIN ▶ 54-1757954

Firm's address ► 1650 WILLOW LAWN DR STE 200
RICHMOND, VA 23230-3435

Phone no. **804.282.2444**

Form **990-PF** (2013)

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

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
GOOD NEIGHBORS FUND THE ROANOKE TIMES, PO BOX 1951 ROANOKE, VA 24008	NONE	PUBLIC	OPERATIONS	500.
GOOD SAMARITAN HOSPICE INC 3825 ELECTRIC ROAD SUITE A ROANOKE, VA 24018	NONE	PUBLIC	OPERATIONS	5000.
GREENVALE SCHOOL INC 627 WESTWOOD BLVD NW ROANOKE, VA 24017	NONE	PUBLIC	OPERATIONS	5000.
HABITAT FOR HUMANITY OF FRANKLIN COUNTY, VA PO BOX 834 ROCKY MOUNT, VA 24151	NONE	PUBLIC	OPERATIONS	2500.
MILL MOUNTAIN ZOO PO BOX 13484 ROANOKE, VA 24034	NONE	PUBLIC	OPERATIONS	1000.
NATIONAL D-DAY MEMORIAL FOUNDATION PO BOX 77 BEDFORD, VA 24523	NONE	PUBLIC	OPERATIONS	10000.
NORTH CROSS SCHOOL 4254 COLONIAL AVE ROANOKE, VA 24018	NONE	PUBLIC	ANNUAL FUND	5000.
OAKLAND SCHOOL INC BOYD TAVERN, RTE 616 KESWICK, VA 22947	NONE	PUBLIC	SUMMER CAMP SCHOLARSHIP PROGRAM IN MEMORU OF JOANNE DONDERO	5500.
PROJECT ACCESS OF THE ROANOKE VALLEY INC 541 LUCK AVE SW SUITE 230 ROANOKE, VA 24016	NONE	PUBLIC	PHARMACEUTICAL ASSISTANCE PROGRAM	5000.
RANDOLPH MACON COLLEGE 310 N CENTER ST ASHLAND, VA 23005	NONE	PUBLIC	MAINTENANCE & OPERATION OF PACE-ARMISTEAD HALL	10000.
Total from continuation sheets				98000.

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

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
ROANOKE AREA MINISTRIES 824 CAMPBELL AVE SW ROANOKE, VA 24016	NONE	PUBLIC	OPERATIONS	10000.
ROANOKE AREA MINISTRIES 310 N CENTER ST ROANOKE, VA 24016	NONE	PUBLIC	OPERATIONS	10000.
RONALD MCDONALD HOUSE-ROANOKE 224 S JEFFERSON ST ROANOKE, VA 24014	NONE	PUBLIC	OPERATIONS	2500.
SCRUGGS VOLUNTEER FIRE SQUAD 185 PARFORD RD MONETA, VA 24121	NONE	PUBLIC	OPERATIONS	2500.
SCRUGGS VOLUNTEER RESCUE SQUAD PO BOX 844 HARDY, VA 24101	NONE	PUBLIC	OPERATIONS	2500.
ST FRANCIS OF ASSISI SERVICE DOG FOUNDATION 8232 ENON DRIVE ROANOKE, VA 24019	NONE	PUBLIC	OPERATIONS	7500.
VIRGINIA HUNTERS WHO CARE PO BOX 304 BIG ISLAND, VA 24526	NONE	PUBLIC	HUNTERS FOR THE HUNGRY - OPERATIONS	1500.
VIRGINIA MUSEUM OF TRANSPORTATION 303 NORFOLK AVE ROANOKE, VA 24016	NONE	PUBLIC	OPERATIONS	1500.
OAKLAND SCHOOL INC BOYD TAVERN, RTE 616 KESWICK, VA 22947	NONE	PUBLIC	"MAKE A DIFFERENCE INITIATIVE" FOR TUITION ASSISTANCE	8000.
MONETA RESCUE SQUAD 12646 N OLD MONETA ROAD MONETA, VA 24121	NONE	PUBLIC	OPERATIONS	2500.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
THE TRUST COMPANY OF VIRGINIA	60.	60.	
TOTAL TO PART I, LINE 3	60.	60.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
THE TRUST COMPANY OF VIRGINIA	69296.	2119.	67177.	67177.	
TO PART I, LINE 4	69296.	2119.	67177.	67177.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	69.	0.		0.
TO FM 990-PF, PG 1, LN 16A	69.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION	2500.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2500.	0.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT	22462.	22462.			0.
TO FORM 990-PF, PG 1, LN 16C	22462.	22462.			0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX WITHHELD ON DIVIDENDS	481.	481.			0.
EXCISE TAX	1800.	0.			0.
TO FORM 990-PF, PG 1, LN 18	2281.	481.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
SCC REGISTRATION FEE	25.	0.			0.
TO FORM 990-PF, PG 1, LN 23	25.	0.			0.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
EQUITIES-SEE ATTACHED	COST	1156766.	1749882.	
FIXED INCOME-SEE ATTACHED	COST	620879.	633428.	
TOTAL TO FORM 990-PF, PART II, LINE 13		1777645.	2383310.	

FORM 990-PF	OTHER ASSETS		STATEMENT	9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
ACCRUED INTEREST PURCHASED	713.	129.	129.	
TO FORM 990-PF, PART II, LINE 15	713.	129.	129.	

MW ARMISTEAD III FAMILY FOUNDATION
03-0435755
2013 FORM 990-PF

		12/31/2012 COST BASIS	12/31/2013 COST BASIS	MARKET VALUE
EQUITIES				
Equity Mutual Funds				
2,813	DNP	DNP SELECT INCOME FD INC COM	30066	26498.46
Equity Exchange Traded Funds				
2,650	ALPS	ALPS ETF TR ALERIAN MLP ETF	40828.04	47143.5
200	IBB	ISHARES NASDAQ BIOTECHNOLOGY ETF	14231.76	45412
700	IWM	ISHARES RUSSELL 2000 ETF	51081.56	80752
500	IWR	ISHARES RUSSELL MID-CAP ETF	43272.32	74990
1,200	XLB	SELECT SECTOR SPDR TR MATLS	39212.24	55464
250	XLU	SELECT SECTOR SPDR TR UTILS	6479.5	9492.5
1,800	VWO	VANGUARD FTSE EMERGING MARKETS ETF	62102.6	74052
1,400	VNO	VANGUARD INDEX FDS RET ETF	86584.03	90384
1,650	VT	VANGUARD INTL EQUITY INDEX FDS	79629.15	98010
Common Stock				
600	ABT	ABBOTT LABORATORIES COM	13355.79	22998
400	BBT	BB&T CORP COM	15216	14928
150	BDX	BECTON DICKINSON & CO COM	9334.5	16573.5
800	BHI	BAKER HUGHES INC COM	40036.81	44208
225	BMO	BANK MONTREAL QUE COM	13520.77	14998.5
400	CL	COLGATE PALMOLIVE CO COM	15387.38	26084
500	CVX	CHEVRON CORP NEW COM	26684.75	62455
375	DIS	DISNEY WALT CO COM	19031.3	28650
350	EMR	EMERSON ELEC CO COM	16933	24563
750	GE	GENERAL ELEC CO COM	17001.78	21022.5
700	GSK	GLAXOSMITHKLINE PLC SPONSORED ADR	32514	37373
250	IBM	INTERNATIONAL BUSINESS MACHS CORP	31407.5	46892.5
925	INTC	INTEL CORP COM	20183.15	24008.38
600	JNJ	JOHNSON & JOHNSON COM	35082	54954
300	K	KELLOGG CO COM	13019.94	18321
750	MCD	MCDONALDS CORP COM	24358	72772.5
450	MPC	MARATHON PETE CORP COM	7956.43	41278.5
300	MRK	MERCK & CO INC NEW COM	10409.97	15015
1,350	MSFT	MICROSOFT CORP COM	36913.42	50503.5
700	ORCL	ORACLE CORP COM	20127.96	26782
600	OXY	OCCIDENTAL PETE CORP COM	11162	57060
700	PCL	PLUM CREEK TIMBER CO INC COM	25248	32557
600	PEP	PEPSICO INC COM	30787.5	49764
700	PG	PROCTER & GAMBLE CO COM	44896.33	56987
250	R	RYDER SYS INC COM	15355.4	18445
500	SLB	SCHLUMBERGER LTD COM	13374.83	45055
1,000	USB	US BANCORP DEL COM NEW	30440	40400
2,200	WFC	WELLS FARGO & CO NEW COM	66431	99880
500	WM	WASTE MANAGEMENT INC COM	16981.98	22435
600	XOM	EXXON MOBIL CORP COM	30127	60720
600	ABBOTT LABS		27,839.00	
2,650	ALERIAN MLP ETF		43,658.24	
800	BAKER HUGHES INC		40,036.81	
225	BANK OF MONTREAL		13,520.77	
400	BB&T CORP		15,216.00	
400	BECTON DICKINSON & CO		25,409.98	
400	CAMPBELL SOUP CO		11,412.00	
500	CHEVRON TEXACO CORP		26,684.75	
500	COLGATE PALMOLIVE CO		38,468.46	
375	DISNEY WALT CO		19,031.30	
2,813	DNP SELECT INCOME FD		30,115.80	
350	EMERSON ELECTRIC CO		16,933.00	
600	EXXON MOBIL CORP		30,127.00	
750	GENERAL ELECTRIC CO		17,001.78	
700	GLAXO SMITHKLINE SPONS PLC ADR		32,514.00	
400	HEINZ H J CO		17,690.00	
925	INTEL CORP		20,183.15	
250	INTERNATIONAL BUSINESS MACHINES		31,407.50	
800	ISHARES RUSSELL 2000 SMALL CAP		59,334.56	
500	ISHARES RUSSELL MIDCAP		43,272.32	
300	ISHARES TR NASDAQ BIOTECH INDEX		21,347.64	
600	JOHNSON & JOHNSON		35,082.00	
300	KELLOGG CO		13,019.94	

MW ARMISTEAD III FAMILY FOUNDATION
03-0435755
2013 FORM 990-PF

		12/31/2012 COST BASIS	12/31/2013 COST BASIS	MARKET VALUE
450	MARATHON PETE CORP COM	7,956 43		
750	MCDONALDS CORP	24,358 00		
300	MERCK & CO INC NEW	10,409 97		
1,350	MICROSOFT CORP	36,913 42		
600	OCCIDENTAL PETE CORP	11,162 00		
700	ORACLE CORPORATION	20,127 96		
600	PEPSICO INC	30,787 50		
700	PLUM CREEK TIMBER CO INC	25,248 00		
700	PROCTER & GAMBLE CO	44,896 33		
500	SCHLUMBERGER LTD	13,374 83		
1,200	SPDR SECTOR - MATERIALS	39,212 24		
1,250	SPDR SECTOR INDEX - UTILITIES	41,529 50		
1,000	US BANCORP DEL NEW	30,440 00		
1,400	VANGUARD VDEX TRUST REIT VPFHS	87,753 90		
1,800	VANGUARD INTL EQUITY INDEX FD	62,102 60		
1,650	VANGUARD TOTAL WORLD STK	79,629 15		
500	WASTE MGMT INC DEL	16,981 98		
2,200	WELLS FARGO & CO NEW	66,431 00		
TOTAL EQUITIES		1,278,620 81	1,156,765 79	1,749,882 34
FIXED INCOME				
US Governments & Agencies				
25,000	31331K-BB-5	FEDERAL FARM CR BKS CONS SYSTEMWIDE	26097 5	25043 25
50,000	3133XG-JA-3	FEDERAL HOME LOAN BKS CONS BDS	51200	56226 5
Municipals				
25,000	373541-2H-3	GEORGIA MUN ELEC AUTH PWR REV REV	26396 5	24925
50,000	592646-U9-2	METROPOLITAN WASH D C ARPTS AU	51956	55527 5
25,000	652233-FP-7	NEWPORT NEWS VA REF BDS 2005A	26086	26584.75
25,000	681793-2U-8	OMAHA PUB PWR DIST NEB ELEC RE ELEC	26949 25	26945 25
25,000	68608K-XJ-2	OREGON ST GOBDS 2009C TAXABLE	25747 75	25762 5
25,000	720175-VP-0	PIEDMONT MUN PWR AGY S C ELEC ELEC	25351	25653 75
50,000	75972E-AU-9	RENEWABLE WTR RES S C SWR SYS REV	50573 5	50000
50,000	92774G-CZ-6	VIRGINIA BEACH VA DEV AUTH PUB	51482	50959
50,000	927781-VQ-4	VIRGINIA COLLEGE BLDG AUTH VA ED FAC	53054 5	51542
50,000	92812Q-VT-1	VIRGINIA ST HSG DEV AUTH RENTAL HSG	52141	56173
50,000	92812Q-WG-8	VIRGINIA ST HSG DEV AUTH RENTAL HSG	50991	55397
25,000	928172-YD-1	VIRGINIA ST PUB BLDG AUTH PUB REV	26141 75	23362 25
Corporates				
25,000	209615-CA-9	CONSOLIDATED NAT GAS CO	26008 5	26028 75
25,000	589331-AP-2	MERCK & CO INC NT	25364	26266 5
25,000	94973V-AK-3	WELLPOINT INC NT	25338 25	27030 5
50,000	CARGILL INC MTN 144A		52,325 00	
25,000	FEDERAL FARM CR BKS		26,097 50	
50,000	FEDERAL FARM CR BKS		52,325 00	
25,000	FEDERAL FARM CR BKS		26,296 25	
25,000	FEDERAL HOME LN BKS		26,977 25	
50,000	FEDERAL HOME LN BKS		51,200 00	
50,000	FEDERAL HOME LOAN BANKS		53,375 00	
25,000	FEDERAL NATL MTG ASSN		26,176 50	
25,000	MERCK & CO INC NOTE		25,597 75	
50,000	METRO WASH DC ARPT AUTH 5 000%		52,563 00	
25,000	NEWPORT NEWS VA 5 020%		26,228 50	
25,000	OREGON ST 3 320% DUE 04/01/15		26,238 00	
25,000	PIEDMONT MUN PWR AGY SC 4 873%		25,574 00	
50,000	VA ST HSG DEV AUTH 5 820%		51,208 00	
25,000	VA ST PUB BLDG AUTH 3 350%		26,198 00	
50,000	VIRGINIA ST HSG DEV AUTH TAXABLE		52,435 00	
25,000	WELLPOINT INC NOTE 5 250%		25,463 00	
TOTAL FIXED INCOME		626,277 75	620,878 50	633,427 50

TRS M.W. ARMISTEAD, III FAMILY FDN 443044003
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
50000. FEDERAL FARM CR BKS 4.700% DUE 01/17/18 (CALL 01/13@100)	12/12/2011	01/17/2013	50,000.00	52,325.00	-2,325.00
25000. FEDERAL FARM CR BKS 5.050% DUE 02/01/23 CALL 2/13 @100	12/22/2011	02/01/2013	25,000.00	26,296.25	-1,296.25
400. HEINZ H J CO	VAR	06/10/2013	29,000.00	17,690.00	11,310.00
600. ABBVIE INC COM	VAR	06/28/2013	25,248.38	14,483.21	10,765.17
250. BECTON DICKINSON & CO	VAR	06/28/2013	24,741.61	16,075.48	8,666.13
400. CAMPBELL SOUP CO	06/10/2009	06/28/2013	17,987.68	11,412.00	6,575.68
600. COLGATE PALMOLIVE CO	08/14/2008	06/28/2013	34,445.40	23,081.08	11,364.32
25000. FEDERAL NATL MTG ASSN 4.000% DUE 06/28/21 CALL 6/13 @100	12/06/2011	06/28/2013	25,000.00	26,176.50	-1,176.50
100. ISHARES NASDAQ BIOTECHNOLOGY ETF	07/25/2006	06/28/2013	17,495.49	7,115.88	10,379.61
100. ISHARES RUSSELL 2000 SMALL CAP	06/07/2007	06/28/2013	9,779.94	8,253.00	1,526.94
1000. SELECT SECTOR SPDR TR UTILS	VAR	06/28/2013	37,691.57	35,050.00	2,641.57
25000. FEDERAL HOME LN BKS 5.200% DUE 09/12/18 CALL 9/13 @100	12/29/2011	09/12/2013	25,000.00	26,977.25	-1,977.25
50000. FEDERAL HOME LOAN BANKS 5.100% DUE 09/12/17 (CALL 9/13 @	07/09/2009	09/12/2013	50,000.00	53,375.00	-3,375.00
50000. CARGILL INC MTN 144A 5.000% DUE 11/15/13	08/28/2009	11/15/2013	50,000.00	52,325.00	-2,325.00
Totals			421,390.00	370,636.00	50,754.00