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Return of Private Foundation

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

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► 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		A Employer identification number		
M W ARMISTEAD III FAMILY FOUNDATION		03-0435755		
Number and street (or P O box number if mail is not delivered to street address)		Room/suite		
C/O TRUST CO OF VA, 204 SOUTH JEFFERSON		200		
City or town, state or province, country, and ZIP or foreign postal code				
ROANOKE, VA 24011-1708				
G Check all that apply:		<input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		
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		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual (<i>Part I, column (d) must be on cash basis.</i>)		
► \$ 2608586.				
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
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.
b Accounting fees		STMT 4	2500.	0.
c Other professional fees		STMT 5	22462.	0.
17 Interest				
18 Taxes		STMT 6	2281.	481.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses		STMT 7	25.	0.
24 Total operating and administrative expenses. Add lines 13 through 23			27337.	22943.
25 Contributions, gifts, grants paid			130000.	130000.
26 Total expenses and disbursements. Add lines 24 and 25			157337.	22943.
27 Subtract line 26 from line 12:			<37227. >	
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)			97167.	
c Adjusted net income (if negative, enter -0-)				N/A

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments		134522.	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 ►			
	Less accumulated depreciation ►			
12	Investments - mortgage loans			
13	Investments - other	STMT 8	1904899.	1777645.
14	Land, buildings, and equipment: basis ►			
	Less accumulated depreciation ►			
15	Other assets (describe ►) STATEMENT 9		713.	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			
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.
24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
25	Unrestricted			
26	Temporarily restricted			
27	Permanently restricted			
28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
29	Capital stock, trust principal, or current funds		2040134.	2002921.
30	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
31	Retained earnings, accumulated income, endowment, or other funds		0.	0.
32	Total net assets or fund balances		2040134.	2002921.
33	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) ► <u>2013 DIVIDEND THROWBACKS TO 2012</u>	3	16.
4	Add lines 1, 2, and 3	4	2002923.
5	Decreases not included in line 2 (itemize) ► <u>2014 DIVIDEND THROWBACKS TO 2013</u>	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					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(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			
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)

.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

.051780

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

2528683.

5 Multiply line 4 by line 3

130935.

6 Enter 1% of net investment income (1% of Part I, line 27b)

972.

7 Add lines 5 and 6

131907.

8 Enter qualifying distributions from Part XII, line 4

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 ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-

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 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** ►

Refunded ►

11

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes

No

1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

1b X

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.

1c X

c Did the foundation file Form 1120-POL for this year?

2 X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2 X

*If "Yes," attach a detailed description of the activities*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?

5 X

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

N/A

6 X

- By language in the governing instrument, or

7 X

- 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?

8b 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*

9 X

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

10 X

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*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*

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

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)	<input type="checkbox"/> 11	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> 12	<input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> X
14	The books are in care of ► THE TRUST COMPANY OF VIRGINIA Telephone no. ► 540.343.1500 Located at ► 204 SOUTH JEFFERSON STREET SUITE 200, ROANOKE, VA ZIP+4 ► 24011-1708		
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	<input type="checkbox"/> 15	<input checked="" type="checkbox"/> 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 ►	<input type="checkbox"/> 16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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"/>	<input checked="" type="checkbox"/> Yes <input 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"/>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	<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"/>	<input checked="" type="checkbox"/> Yes <input 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"/>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► <input type="checkbox"/>	
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?	1c <input checked="" type="checkbox"/> 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? If "Yes," list the years ►	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input 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	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input 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.)	3b N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a <input checked="" type="checkbox"/> 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?	4b <input checked="" type="checkbox"/> X	

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.

 Yes No

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 C/O TRUST CO OF VIRGINIA 204 S JEFFER ROANOKE, VA 24011	PRESIDENT 0.25	0.	0.	0.
THE TRUST COMPANY OF VIRGINIA 204 S JEFFERSON ST STE 200 ROANOKE, VA 24011	TRUSTEE 0.25	0.	0.	0.
FLEDA A RING 1319 MAPLE AVE ROANOKE, VA 26016	TRUSTEE 0.25	0.	0.	0.
MARY BRANDON COMER 2227 ROSS LANE ROANOKE, VA 24015	TRUSTEE 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

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	
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	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 certainforeign 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:	1a	130000.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	130000.
b	Cash distribution test (attach the required schedule)	5	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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			22156.	
a Enter amount for 2012 only				
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.			22156.	
a Applied to 2012, but not more than line 2a				
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.			0.
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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)				
<i>a Paid during the year</i>				
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.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Relationship of Activities to the Accomplishment of Exempt Purposes

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	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
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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
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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
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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
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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	AMLP	ALPS ETF TR ALERIAN MLP ETF		40828	47143.5
200	IBB	ISHARES NASDAQ BIOTECHNOLOGY ETF		14231	45412
700	IWM	ISHARES RUSSELL 2000 ETF		51081	80752
500	IWR	ISHARES RUSSELL MID-CAP ETF		43272	74990
1,200	XLB	SELECT SECTOR SPDR TR MATLS		39212	55464
250	XLU	SELECT SECTOR SPDR TR UTILS		6479	9492.5
1,800	VWO	VANGUARD FTSE EMERGING MARKETS ETF		62102	74052
1,400	VNO	VANGUARD INDEX FDS RET ETF		86584	90384
1,650	VT	VANGUARD INTL EQUITY INDEX FDS		79629	98010
Common Stock					
600	ABT	ABBOTT LABORATORIES COM		13355	22998
400	BBT	BB&T CORP COM		15216	14928
150	BDX	BECTON DICKINSON & CO COM		9334	16573.5
800	BHI	BAKER HUGHES INC COM		40036	44208
225	BMO	BANK MONTREAL QUE COM		13520	14998.5
400	CL	COLGATE PALMOLIVE CO COM		15387	26084
500	CVX	CHEVRON CORP NEW COM		26684	62455
375	DIS	DISNEY WALT CO COM		19031	28650
350	EMR	EMERSON ELEC CO COM		16933	24563
750	GE	GENERAL ELEC CO COM		17001	21022.5
700	GSK	GLAXOSMITHKLINE PLC SPONSORED ADR		32514	37373
250	IBM	INTERNATIONAL BUSINESS MACHS CORP		31407	46892.5
925	INTC	INTEL CORP COM		20183	24008.38
600	JNJ	JOHNSON & JOHNSON COM		35082	54954
300	K	KELLOGG CO COM		13019	18321
750	MCD	MCDONALDS CORP COM		24358	72772.5
450	MPC	MARATHON PETE CORP COM		7956	41278.5
300	MRK	MERCK & CO INC NEW COM		10409	15015
1,350	MSFT	MICROSOFT CORP COM		36913	50503.5
700	ORCL	ORACLE CORP COM		20127	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	49764
700	PG	PROCTER & GAMBLE CO COM		44896	56987
250	R	RYDER SYS INC COM		15355	18445
500	SLB	SCHLUMBERGER LTD COM		13374	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	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 PL 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 NDX 'RUST REIT VIPERS		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