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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ 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.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
K.B. TIERNEY CHARITABLE FOUNDATION
C/O FIRST COMMUNITY BANK

A Employer identification number
55-0747723

Number and street (or P O box number if mail is not delivered to street address)
P.O. BOX 950

Room/suite

B Telephone number (see instructions)
304-325-7151

City or town, state or province, country, and ZIP or foreign postal code
BLUEFIELD WV 24701-0950

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 2,685,499

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

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

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	5	5	5	
4	Dividends and interest from securities	55,752	55,752	55,752	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Stmt 1	33,958			
b	Gross sales price for all assets on line 6a 307,351				
7	Capital gain net income (from Part IV, line 2)		25,449		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	89,715	81,206	55,757	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) Stmt 2	15,489	15,489	15,489	
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) Stmt 3	285			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch)				
24	**Total operating and administrative expenses.** Add lines 13 through 23	15,774	15,489	15,489	0
25	Contributions, gifts, grants paid	127,000			127,000
26	**Total expenses and disbursements.** Add lines 24 and 25	142,774	15,489	15,489	127,000
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-53,059			
b	**Net investment income** (if negative, enter -0-)		65,717		
c	**Adjusted net income** (if negative, enter -0-)			40,268	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing	-51,315	218	218
	2	Savings and temporary cash investments	98	46,727	46,727
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less: allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule) Stmt 4	94,992	10,020	8,874
	b	Investments – corporate stock (attach schedule) See Stmt 5	768,795	753,868	1,402,678
	c	Investments – corporate bonds (attach schedule) See Stmt 6	728,770	718,715	721,062
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) See Statement 7	397,911	368,283	505,940
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	1,939,251	1,897,831	2,685,499
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,939,252	1,897,831	
	30	**Total net assets or fund balances** (see instructions)	1,939,252	1,886,193	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,939,252	1,886,193	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,939,252
2	Enter amount from Part I, line 27a	2	-53,059
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,886,193
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,886,193

DAA

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	SHORT TERM			
b	LONG TERM			
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	2,623			2,623
b	22,826			22,826
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				2,623
b				22,826
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	25,449
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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	131,600	2,476,002	0.053150
2011	140,500	2,468,854	0.056909
2010	187,057	2,383,963	0.078465
2009	152,588	2,297,793	0.066406
2008	159,792	2,779,848	0.057482

2	**Total** of line 1, column (d)	2	0.312412
3	Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.062482
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,644,049
5	Multiply line 4 by line 3	5	165,205
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	657
7	Add lines 5 and 6	7	165,862
8	Enter qualifying distributions from Part XII, line 4	8	127,000

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			1	1,314
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	1,314
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	1,314
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,400		
b	Exempt foreign organizations – tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	50		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,450
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	136
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 136 **Refunded** ▶			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?	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ______ **(2)** On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	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? N/A	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 ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	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	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ None			
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 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)

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ First Community Bank Telephone no ▶ 304-325-7151
P.O. Box 950
Located at ▶ Bluefield WV ZIP+4 ▶ 24701-0950

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly).				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement – see instructions.)	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 ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		4b		X

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? 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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FIRST COMMUNITY BANK BLUEFIELD P.O. BOX 950 WV 24701	TRUSTEE 5.00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

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 CHRIST EPISCOPAL CHURCH	
2 WESTMINISTER AT WADE INC	
3 ST, JUDE'S CHILDREN HOSPITAL	
4 BLUEFIELD STATE COLLEGE	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:		
a	Average monthly fair market value of securities	1a	2,637,369
b	Average of monthly cash balances	1b	218
c	Fair market value of all other assets (see instructions)	1c	46,727
d	**Total** (add lines 1a, b, and c)	1d	2,684,314
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	2,684,314
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	40,265
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,644,049
6	**Minimum investment return.** Enter 5% of line 5	6	132,202

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	132,202
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 1,314		
b	Income tax for 2013 (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,314
3	Distributable amount before adjustments Subtract line 2c from line 1	3	130,888
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	130,888
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	130,888

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	127,000
b	Program-related investments – total from Part IX-B	1b	
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	127,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	127,000

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					130,888
2 Undistributed income, if any, as of the end of 2013:					
a Enter amount for 2012 only					
b Total for prior years. 20____ , 20____ , 20____					
3 Excess distributions carryover, if any, to 2013:					
a From 2008	22,774				
b From 2009	39,021				
c From 2010	69,077				
d From 2011	18,314				
e From 2012	9,133				
f **Total** of lines 3a through e		158,319			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 127,000					
a Applied to 2012, but not more than line 2a					
b Applied to undistributed income of prior years (Election required – see instructions)					
c Treated as distributions out of corpus (Election required – see instructions)					
d Applied to 2013 distributable amount					127,000
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))		3,888			3,888
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		154,431			
b Prior years' undistributed income. Subtract line 4b from line 2b					
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					
d Subtract line 6c from line 6b Taxable amount – see instructions					
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions					
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		18,886			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		135,545			
10 Analysis of line 9:					
a Excess from 2009	39,021				
b Excess from 2010	69,077				
c Excess from 2011	18,314				
d Excess from 2012	9,133				
e Excess from 2013					

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶					
b	Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)					
		Tax year	Prior 3 years			
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon.					
a	"Assets" alternative test – enter. (1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c	"Support" alternative test – enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2).)

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed.

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 8				127,000
Total			▶ 3a	127,000
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					5
4 Dividends and interest from securities					55,752
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					33,958
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		0	89,715

13 **Total.** Add line 12, columns (b), (d), and (e) 13 89,715

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		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

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

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

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☒ No

First Community Bank, Trustee

Signature of officer or trustee | Date 7/10/14 | Title V.Pres Sr. Trust Adm Off.

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed
Ralph T. Tinney, Jr., CPA		07/08/14	

Firm's name ▶ Ralph T. Tinney, Jr., CPA — PTIN 235-80-1756

Firm's address ▶ P.O. Box 9, Bluefield, WV 24701 — Firm's EIN ▶ 55-0743470 — Phone no 304-324-8881

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
FFCB 1.6%	4/18/12	4/18/13	Purchase $ 70,000	$ 69,973	$	$	$ 27
FFCB NTS 5.05&	10/18/06	11/25/13	Purchase 15,000	15,001			-1
FNMA 2.00%	6/16/11	7/15/13	Purchase 50,000	50,000			
GENERAL DYNAMICS CORP COM	6/22/09	2/04/13	Purchase 66,902	58,788			8,114
NATL RURAL UTIL CORP FIN	11/09/09	11/15/13	Purchase 50,000	50,002			-2
VANGUARD FIXED INCOME SECS	8/22/03	12/10/13	Purchase 30,000	29,629			371
Total			$ 281,902	$ 273,393	$ 0	$ 0	$ 8,509

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAX PREPARATION	$ 1,250	$ 1,250	$ 1,250	$
TRUSTEE FEES	14,239	14,239	14,239	
Total	$ 15,489	$ 15,489	$ 15,489	$ 0

Federal Statements

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect taxes/licenses	$ 285	$	$	$
Total	$ 285	$ 0	$ 0	$ 0

Statement 4 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
FFCB 31331XBSO	$ 15,000	$		$
FHLB 313381BRS	10,020	10,020		8,874
FFCB 3133EALS5	69,972			
ROUNDING ADJUSTMENT				
Total	$ 94,992	$ 10,020		$ 8,874

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
416 AT&T COMMON	$ 21,150	$ 21,150		$ 14,627
300 ABBVIE		7,694		15,843
600 ABBOTT LABORATORIES COMMON	14,791	17,156		22,998
2000 ALTRIA GROUP, INC.	32,828	32,828		76,780
90 APPLE INC	50,122	50,122		50,492
400 BECTON DICKINSON & COMPANY	24,020	24,020		44,196
350 CHEVRON CORPORATION	21,883	21,883		43,719
500 CISCO SYSTEMS INC COMMON	18,318	18,318		11,215
1000 COLGATE-PALMOLIVE CO COMMON	29,858	29,858		65,210
600 CONOCOPHILLIPS COMMON	15,905	15,905		42,390
200 COSTCO WHOLESALE CORP COMMON	8,252	8,252		23,804
800 DANAHER CORP COMMON	17,737	17,737		61,760
575 EXXON MOBIL CORP COMMON	14,373	14,373		58,190
5893 FIRST COMMUNITY BANCSHARES	5,539	5,539		98,413
500 GENERAL DYNAMICS CORP	87,465	28,677		47,775

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Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
1125 GENERAL ELECTRIC COMMON	$ 25,515	$ 25,515		$ 31,534
400 HOME DEPOT COMMON	14,428	14,428		32,936
1100 INTEL CORPORATION COMMON	22,822	22,822		28,551
100 ISHARES TRUST	3,108	3,108		4,180
400 JACOBS ENGINEERING	15,558			
600 JOHNSON & JOHNSON COMMON	28,104	28,104		54,954
300 KIMBERLY-CLARK COMMON	14,749	14,749		31,338
200 MCDONALDS CORPORATION	14,104	14,104		19,406
300 MEDTRONIC INC COMMON	4,946	4,946		17,217
1000 MICROSOFT CORP COMMON	41,829	41,829		37,410
300 NEXTERA ENERGY INC	12,200	12,200		25,686
500 ORACLE CORPORATION COMMON	15,097	15,097		19,130
700 PEPSICO INC COMMON	29,855	29,855		58,058
525 PFIZER INC COMMON	16,202	16,202		16,081
893 PHILIP MORRIS INTL	41,549	37,103		77,807
300 PHILLIPS 66	4,727	4,727		23,139
552 PROCTER & GAMBLE COMMON	28,465	28,465		44,938
550 SCHLUMBERGER LIMITED COMMON	13,326	13,326		49,561
360 VERIZON COMMUNICATIONS	9,600	9,600		17,690
550 WAL-MART STORES INC COMMON	24,296	24,296		43,280
750 WALGREEN CO COMMON	24,488			
54 TRANSOCEAN INC COMMON	1,586			
ROUNDING AJUSTMENT				-2
400 LOWES		15,401		19,820
300 NIKE INC		16,164		23,592
300 TARGET CORP		18,312		18,981
30000 ANHEUSER BUSCH INBEV		30,003		29,979
Total	$ 768,795	$ 753,868		$ 1,402,678

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Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
AT&T, INC NTS .80%	$	$ 25,030		$ 24,937
BANK OF AMERICA 06051GED7	74,885	74,885		78,398
BARCLAYS BANK PLC 06738JYJ7	50,001	50,001		50,711
FHLMC .5% 3134G2YJ5	99,701	99,701		100,238
FHLMC 1.25% 3134G3SW1	100,001	100,001		99,834
FNMA .625% 3135G0DWO	49,967	49,967		50,184
FNMA .625% 3135GOYE7		14,956		14,975
FNMA 2.00% 3136FRUP6	50,000			
FHLMC 1.25% 3137EADK2	79,714	79,714		76,152
GEN ELEC CAP CORP 36962G4T8	49,538	49,538		51,531
GEN ELEC CAP CORP 36966R2X3	25,000	25,000		26,127
IBM CORP NOTES		49,961		49,870
KIMBERLY CLARK CORP	40,033	40,033		37,181
NATL RURAL UTIL CORP 63743FLT1	50,002			
US BANCORP MTNS 91159HGT1	49,928	49,928		51,071
WESTPAC BANKING COPR	10,000	10,000		9,853
Total	$ 728,770	$ 718,715		$ 721,062

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Statement 7 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
604.576 COHEN & STEERS RLTY SHS FD	$ 39,617	$ 39,617		$ 37,979
1037.849 HARBOR INTL FUND	38,151	38,151		73,698
1812.261 NEUBERGER & BERMAN GENESIS FD	51,772	51,772		75,626
1301.933 T.ROWE PRICE MID-CAP GROWTH FD	60,168	60,168		94,755
2727.780 T.ROWE PRICE MID-CAP VALUE FD	60,168	60,168		81,970
4703.608 ROYCE TOTAL RETURN FUND	54,272	54,272		77,468
6184.6430 VANGUARD FIXED-INCOME	93,763	64,135		64,444
Total	$ 397,911	$ 368,283		$ 505,940

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address: Relationship	Address: Status	Purpose	Amount
CHARLESTON BALLET CHARLESTON WV	NONE		ADMISSION STUDENTS SOUTHERN COUNTIES	2,500
SOUTHWEST VA COMMUNITY CO RICHLANDS VA	NONE		FESTIVAL FOR THE ARTS	5,000
BLUEFIELD STATE COLLEGE BLUEFIELD WV 24701	NONE		SCHOLARSHIPS FOR STUDENT ATHLETES	10,000
CLAY CENTER CHARLESON WV	NONE		ADMISSION STUDENTS MERCER COUNTY	2,500
WV SYMPHONY CHARLESTON WV	NONE		MUSIC EDUCATIONAL FUNDING	4,000
VIRGINIA HORSE CENTER FOU LEXINGTON VA	NONE		UNRESTRICTED	
MERCER CTY FELLOWSHIP HOM BLUEFIELD WV 24701	NONE		OPERATIONS	2,500
CITY OF BLUEFIELD BLUEFIELD WV 24701	NONE		LEMONADE DAYS	

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Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
SECOND CHANCE FOR CATS PRINCETON WV 24740	NONE		NEUTERING/FOOD BANK	5,000
HIGH POINT UNIVERSITY HIGH POINT NC	NONE		TUITION ASSISTANCE	
MERCER SPORTSMAN CLUB BLUEFIELD WV 24701	1037 JAMES ST. NONE		FISHING SEMINAR FOR YOUTH	1,000
BUCKSKIN COUNCIL , BOY SCOUTS CHARLESTON WV 25311	2829 KANAWAH BLVD, EAST NONE		SERVICE TO YOUTH/FAMILIES	
BLUEFIELD COLLEGE BLUEFIELD VA 24605	3000 COLLEGE DR NONE		TUITION SCHOLARSHIP	2,000
CHILD PROTECT OF MERCER COUNTY PRINCETON WV 24740	206 CENTER ST NONE		OCCUPANCY EXPENSES	
RETIRED MILITARY POLICE ASSOC. FAYETTEVILLE NC	NONE		DORMITORY	
MERCER CO SPAY ASSOCIATION PRINCETON WV 24740	NONE		GENERAL OPERATIONS	2,500
RADFORD UNIVERSITY RADFORD VA 24142	P O BOX 6922 NONE		SCHOLARSHIP	
COMMUNITY CONCERT ASSOCIATION BLUEFIELD WV 24701	P O BOX 887 NONE		DEFRAY COST	2,000
CARNEGIE HALL, INC LEWISBURG WV 24901	105 CHURCH ST NONE		STUDENTS MERCER/MCDOWELL	4,000
CHILDREN'S HOME SOCIETY PRINCETON WV 24740	P O BOX 5533 NONE		WE CAN PROGRAM	5,000
PET HAVEN & RESCUE CENTER FALLS MILLS VA 24613	P O BOX 24 NONE		GENERAL FUNDING	
WESTMINISTER AT WADE INC BLUEFIELD WV 24701	P O BOX 777 NONE		AFTER SCHOOL PROGRAM	10,000
UNITED WAY OF THE VIRGINIAS BLUEFIELD VA 24605	403 1/2 BLAND AVENUE NONE		FIRST BOOK PROGRAM	
CHRIST EPISCOPAL CHURCH BLUEFIELD WV 24701	NONE		UPDATING & MAINTENANCE	26,400
FOUR SEASONS YOUNG MEN'S CHRISTIAN BLUEFIELD WV 24701	NONE		GROWTH OF PROGRAM	2,500

Federal Statements

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address Relationship	Status	Purpose	Amount
4PALS PRODUCTIONS BLUEFIELD WV 24701	NONE		ANTI-BULLYING PROGRAM	2,500
GARY BOWLING'S HOUSE OF ARTS BLUEFIELD WV 24701	NONE		SPECIAL NEED & UNDERPRIVILEGED CHILD	2,000
GREATER BLUEFIELD CHAM OF COMM BLUEFIELD WV 24701	NONE		YOUTH LEADERSHIP PROGRAM	4,000
HINTON AREA FOUNDATION HINTON WV	NONE		CAMPAIGN TO BUILD ENDOWMENT	5,000
ST. JUDE'S CHILDREN HOSPITAL	NONE		GIFT	10,000
SCOTTIES PLACE WV	NONE		HOMELESS & AT-RISK CHILDREN	5,000
PIKEVIEW TRACK TRACK FUND WV	NONE		EXPANSION OF PROGRAM	5,000
MERCER CO EARLY LEARNING CENTER BLUEFIELD WV 24701	NONE		UPGRADE SECURITY	3,100
WV VETERANS OF FOREIGH WARS YOUTH C	NONE		GIFT	1,000
RICHLANDS AREA CITIZENS FOR ARTS RICHLANDS VA	NONE		PERFORMING ARTS SERIES	2,500
Total				127,000