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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

2008

Department of the Treasury
Internal Revenue Service (77)

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning 10/01, **2008, and ending** 9/30, **2009**

G Check all that apply. Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type See Specific Instructions	WALTER PAYNE FOUNDATION 11405 HARCOURT TERRACE RICHMOND, VA 23233	A Employer identification number 01-0626611	B Telephone number (see the instructions) 804-780-2038
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		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 2,512,191.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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 the instructions).)				
1 Contributions, gifts, grants, etc, received (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	5,055.	5,055.	5,055.	
4 Dividends and interest from securities	33,789.	33,789.	33,789.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-121,600.			
b Gross sales price for all assets on line 6a	413,323.			
7 Capital gain net income (from Part IV, line 2)		0.		
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/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	-82,756.	38,844.	38,844.	
13 Compensation of officers, directors, trustees, etc	32,484.	16,242.		16,242.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) SEE ST 1	290.		290.	
b Accounting fees (attach sch) SEE ST 2	2,975.		2,975.	
c Other prof fees (attach sch) SEE ST 3	33,644.	33,644.		
17 Interest				
18 Taxes (attach schedule) SEE STMT 4	2,573.	87.	1,243.	1,243.
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 5	197.		197.	
24 Total operating and administrative expenses. Add lines 13 through 23	72,163.	49,973.	4,705.	17,485.
25 Contributions, gifts, grants paid PART XV	137,000.			137,000.
26 Total expenses and disbursements. Add lines 24 and 25	209,163.	49,973.	4,705.	154,485.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-291,919.			
b Net investment income (if negative, enter 0)		0.		
c Adjusted net income (if negative, enter 0)			34,139.	

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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			
	2	Savings and temporary cash investments	495,489.	373,083.	373,083.
	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 the instructions)			
	7	Other notes and loans receivable (attach sch.)			
		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 (attach schedule)			
	b	Investments — corporate stock (attach schedule) STATEMENT 6	2,177,215.	2,008,677.	2,139,108.
	c	Investments — corporate bonds (attach schedule)			
	11	Investments — land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments — mortgage loans				
13	Investments — other (attach schedule)				
14	Land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	2,672,704.	2,381,760.	2,512,191.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & 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. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	2,672,704.	2,381,760.		
30	Total net assets or fund balances (see the instructions)	2,672,704.	2,381,760.		
31	Total liabilities and net assets/fund balances (see the instructions)	2,672,704.	2,381,760.		

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	2,672,704.
2	Enter amount from Part I, line 27a	2	-291,919.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 7	3	975.
4	Add lines 1, 2, and 3	4	2,381,760.
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	2,381,760.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE STATEMENT 8			
b			
c			
d			
e			

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	$\left[\begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right]$	2	-121,600.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	-23,357.
If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8			

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 (column (b) divided by column (c))
2007	159,588.	3,141,625.	0.050798
2006	158,630.	3,364,094.	0.047154
2005	156,131.	3,175,057.	0.049174
2004	155,425.	3,184,816.	0.048802
2003	98,101.	3,103,554.	0.031609

2 Total of line 1, column (d)	2	0.227537
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	0.045507
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	2,610,244.
5 Multiply line 4 by line 3	5	118,784.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	118,784.
8 Enter qualifying distributions from Part XII, line 4	8	154,485.

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 the instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date-of ruling letter. _____ (attach copy of ruling letter if necessary – see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	0.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	0.
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	0.
6	Credits/Payments.		
a	2008 estimated tax pmts and 2007 overpayment credited to 2008	6a	1,453.
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	1,453.
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	0.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,453.
11	Enter the amount of line 10 to be Credited to 2009 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
1 b		X
1 c		X
d		
e		
2		X
3		X
4 a		X
4 b		N/A
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		X

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Form 990-PF (2008)

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)		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14	The books are in care of ▶ <u>JAMES E. CRAWLEY</u> Telephone no. ▶ <u>804-780-2038</u> Located at ▶ <u>11405 HARCOURT TERRACE RICHMOND VA</u> ZIP + 4 ▶ <u>23233</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	N/A	▶ <u>15</u> N/A

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
1 a 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b	N/A
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 2008?	1 c	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 the instructions)	2 b	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 ▶ 20__ , 20__ , 20__ , 20__		
3 a 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 2008 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 2008)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2008?	4 b	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)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

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 you answered 'Yes' to 6b, also file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b N/A

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
JAMES E. CRAWLEY 11405 HARCOURT TERRACE RICHMOND, VA 23233	PRESIDENT 5.00	32,484.	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		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 (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	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	2,216,763.
b Average of monthly cash balances	1b	433,231.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	2,649,994.
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	2,649,994.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	39,750.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,610,244.
6 Minimum investment return. Enter 5% of line 5	6	130,512.

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	130,512.
2a Tax on investment income for 2008 from Part VI, line 5	2a	
b Income tax for 2008 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	
3 Distributable amount before adjustments Subtract line 2c from line 1	3	130,512.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	130,512.
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	130,512.

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	154,485.
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	154,485.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	154,485.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				130,512.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			136,933.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 154,485.				
a Applied to 2007, but not more than line 2a			136,933.	
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 2008 distributable amount				17,552.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (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 2007 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				112,960.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling					
b Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
 NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
 NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed

SEE STATEMENT 9

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines.

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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 10				
Total				▶ 3a 137,000.
b Approved for future payment				
Total				▶ 3b

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WALTER PAYNE FOUNDATION

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STATEMENT 1
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	\$ 290.		\$ 290.	
TOTAL	<u>\$ 290.</u>	<u>\$ 0.</u>	<u>\$ 290.</u>	<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 2,975.		\$ 2,975.	
TOTAL	<u>\$ 2,975.</u>	<u>\$ 0.</u>	<u>\$ 2,975.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	\$ 33,644.	\$ 33,644.		
TOTAL	<u>\$ 33,644.</u>	<u>\$ 33,644.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	\$ 87.	\$ 87.		
PAYROLL TAXES	2,486.		\$ 1,243.	\$ 1,243.
TOTAL	<u>\$ 2,573.</u>	<u>\$ 87.</u>	<u>\$ 1,243.</u>	<u>\$ 1,243.</u>

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STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	\$ 172.		\$ 172.	
SCC REGISTRATION FEE	25.		25.	
TOTAL	\$ 197.	\$ 0.	\$ 197.	\$ 0.

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
590 SHRS BB&T	COST	\$ 21,901.	\$ 16,072.
8 SHRS BERKSHIRE HATHAWAY	COST	19,603.	26,584.
320 SHRS CHEVRON	COST	18,305.	22,538.
1000 SHRS CISCO SYTEMS	COST	23,120.	23,540.
450 SHRS COLGATE PALMOLIVE	COST	26,392.	34,326.
315 SHRS DANAHER CORP	COST	16,324.	21,206.
159 SHRS EOG RESOURCES	COST	3,074.	13,278.
300 SHRS EMERSON ELECTRIC	COST	12,141.	12,024.
403 SHRS EXXON MOBILE	COST	7,660.	27,650.
905 SHRS LOWES	COST	24,402.	18,951.
85 SHRS MARKEL CORP	COST	22,956.	28,035.
880 SHRS NOKIA	COST	18,528.	12,866.
435 SHRS PEPSICO	COST	24,702.	25,517.
230 SHRS PRAXAIR INC	COST	6,870.	18,789.
295 SHRS SCHLUMBERGER	COST	5,673.	17,582.
305 SHRS UNITED PARCEL SERVICE	COST	23,360.	17,223.
375SHRS UNITED TECHNOLOGIES	COST	16,525.	22,849.
625 SHRS WALGREEN CO	COST	20,981.	23,419.
8326.403 SHRS COLUMBIA ACORN TRUST	COST	166,505.	188,926.
4079.563 SHRS DODGE & COX BALANCED FUND	COST	272,217.	252,933.
9231.725 SHRS FIRST EAGLE OVERSEAS FUND	COST	169,975.	183,988.
6249.263 SHRS GROWTH FUND OF AMERICA	COST	136,043.	161,606.
5723.646 SHRS KEELEY SMALL CAP VALUE	COST	104,919.	109,436.
360 SHRS PROCTOR & GAMBLE	COST	21,762.	20,851.
835 BROOKFIELD ASSET MANAGEMENT	COST	19,928.	18,963.
405 SHRS T.ROWE PRICE	COST	15,831.	18,509.
415 SHRS JOHNSON & JOHNSON	COST	16,142.	25,269.
750 SHRS GENERAL ELECTRIC	COST	25,178.	12,315.
122 SHRS APPLE COMPUTERS	COST	9,077.	22,613.
69 SHRS GOOGLE	COST	26,241.	34,214.
975 SHRS MICROSOFT	COST	32,950.	25,077.
750 SHRS MCDERMOTT INTERNATIONAL	COST	6,015.	18,953.
1500 SHRS ORACLE	COST	30,735.	31,260.
185 SHRS MILLICOM INTERNATIONAL CELLULAR	COST	14,065.	13,457.
510 SHRS OMNICOM GROUP	COST	25,652.	18,839.
550 SHRS JP MORGAN CHASE & CO	COST	25,191.	24,101.
350 SHRS ALLERGAN INC	COST	20,594.	19,866.
1035 SHRS INTEL	COST	22,854.	20,255.
190 SHRS IBM	COST	22,153.	22,726.
1195 SHRS ORACLE	COST	23,319.	24,904.
645 SHRS WALT DISNEY COMPANY	COST	21,851.	17,712.

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STATEMENT 6 (CONTINUED)
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
280 SHRS DIEGEO PLC	COST	\$ 20,665.	\$ 17,217.
771 SHRS SABMILLER PLC	COST	21,693.	18,751.
495 SHRS WAL-MART	COST	28,100.	24,300.
166 SHRS TRANSOCEAN INC	COST	14,692.	14,198.
305 SHRS SPDR SERIES TRUST	COST	20,120.	16,366.
280 SHRS LABORATORY CORP	COST	20,069.	18,396.
490 SHRS ACCENTURE LTD	COST	18,886.	18,262.
440 SHRS AUTOMATIC DATA PROCESSING	COST	20,046.	17,292.
1010 SHRS CISCO SYSTEMS	COST	28,847.	23,775.
745 SHRS ALBEMARLE	COST	28,053.	25,777.
1080 SHRS UDR INC	COST	26,587.	16,999.
200 SHRS AMAZON	COST	16,015.	18,672.
570 SHRS CARNIVAL CORP	COST	14,792.	18,970.
265 SHRS MCDONALDS	COST	16,102.	15,124.
280 SHRS NIKE	COST	12,037.	18,116.
265 SHRS OCCIDENTAL PETROLEUM	COST	14,518.	20,776.
45 SHRS CME GROUP	COST	10,007.	13,869.
345 SHRS ABBOTT LABS	COST	18,819.	17,067.
355 SHRS OWENS & MINOR	COST	13,494.	16,064.
320 SHRS BOEING	COST	13,837.	17,328.
275 SHRS CATERPILLAR	COST	9,725.	14,116.
360 SHRS FISERV	COST	15,053.	17,352.
355 SHRS QUALCOMM	COST	16,287.	15,968.
695 SHRS YAHOO	COST	12,154.	12,378.
160 SHRS POTASH	COST	10,514.	14,454.
345 SHRS AMERICAN TOWER	COST	10,143.	12,558.
285 SHRS FPL GROUP	COST	15,708.	15,741.
	TOTAL	\$ 2,008,677.	\$ 2,139,108.

STATEMENT 7
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

DIFFERENCE IN BASIS OF ASSETS

TOTAL \$ 975.
\$ 975.

STATEMENT 8
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	400 SHRS BEST BUY	PURCHASED	3/18/2008	11/12/2008
2	FRAC SHR UDR INC	PURCHASED	2/02/2009	2/02/2009
3	250 SHRS ALTRIA	PURCHASED	3/18/2008	3/27/2009
4	600 SHRS MCDERMOTT INTERNATIONAL	PURCHASED	1/17/2008	6/05/2009
5	600 SHRS MCDERMOTT INTERNATIONAL	PURCHASED	9/10/2008	6/05/2009
6	500 SHRS MCDERMOTT INTERNATIONAL	PURCHASED	11/12/2008	6/05/2009
7	750 SHRS MCDERMOTT INTERNATIONAL	PURCHASED	11/12/2008	8/26/2009

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STATEMENT 8 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
8	300 SHRS JOHNSON & JOHNSON	PURCHASED	5/18/2004	9/22/2009
9	1000 SHRS KRAFT FOODS	PURCHASED	5/22/2007	9/22/2009
10	250 SHRS PHILIP MORRIS	PURCHASED	3/18/2008	9/22/2009
11	1000 SHRS MICROSOFT	PURCHASED	2/13/2002	9/22/2009
12	300 SHRS UNITED TECHNOLOGIES	PURCHASED	3/21/2007	9/22/2009
13	535 SHRS MARRIOTT	PURCHASED	1/03/2008	10/01/2008
14	480 SHRS CAMECO CORP	PURCHASED	3/12/2008	10/08/2008
15	1225 SHRS GENERAL ELECTRIC	PURCHASED	VARIOUS	11/19/2008
16	90 SHRS UPS	PURCHASED	2/16/2005	11/19/2008
17	75 SHRS UNITED TECHNOLOGIES	PURCHASED	4/04/2007	11/19/2008
18	635 SHRS CVS	PURCHASED	8/15/2007	12/10/2008
19	43 SHRS RIO TINTO PLC	PURCHASED	12/29/2003	12/10/2008
20	850 SHRS SYSCO	PURCHASED	VARIOUS	12/10/2008
21	140 SHRS EXXON MOBILE	PURCHASED	9/17/2008	1/14/2009
22	425 SHRS BANK OF AMERICA	PURCHASED	2/08/2007	1/21/2009
23	325 SHRS SUNTRUST	PURCHASED	9/17/2008	1/26/2009
24	470 SHRS WYETH	PURCHASED	8/22/2007	1/28/2009
25	450 SHRS CAPITAL ONE	PURCHASED	VARIOUS	1/29/2009
26	200 SHRS FORTUNE BRANDS	PURCHASED	4/02/2008	2/18/2009
27	110 SHRS FORTUNE BRANDS	PURCHASED	5/14/2008	2/18/2009
28	650 SHRS KRAFT FOODS	PURCHASED	4/11/2007	4/08/2009
29	215 SHRS TOYOTA MOTOR CORP	PURCHASED	3/25/2009	5/13/2009
30	915 SHRS ALTRIA	PURCHASED	10/01/2008	6/03/2009
31	290 SHRS ZIMMER HOLDINGS	PURCHASED	VARIOUS	6/24/2009
32	125 SHRS CATERPILLAR	PURCHASED	11/19/2008	8/14/2009
33	115 SHRS CHINA MOBILE LTD	PURCHASED	7/09/2008	8/14/2009
34	170 SHRS CHINA MOBILE LTD	PURCHASED	4/25/2007	8/14/2009
35	145 SHRS CHINA MOBILE LTD	PURCHASED	10/29/2008	8/14/2009
36	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/09	(J) ADJ. BAS. 12/31/09	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	8,816.		16,276.	-7,460.				\$ -7,460.
2	9.		9.	0.				0.
3	4,142.		5,407.	-1,265.				-1,265.
4	13,207.		28,788.	-15,581.				-15,581.
5	13,207.		16,272.	-3,065.				-3,065.
6	11,006.		4,010.	6,996.				6,996.
7	17,677.		6,015.	11,662.				11,662.
8	18,342.		20,367.	-2,025.				-2,025.
9	26,499.		33,460.	-6,961.				-6,961.
10	12,185.		12,421.	-236.				-236.
11	25,690.		26,260.	-570.				-570.
12	18,954.		19,695.	-741.				-741.
13	13,262.		17,744.	-4,482.				-4,482.
14	7,485.		18,570.	-11,085.				-11,085.
15	15,779.		41,956.	-26,177.				-26,177.
16	4,841.		6,893.	-2,052.				-2,052.
17	3,570.		3,305.	265.				265.
18	17,955.		23,950.	-5,995.				-5,995.
19	3,743.		4,724.	-981.				-981.
20	18,965.		26,401.	-7,436.				-7,436.
21	10,748.		5,034.	5,714.				5,714.
22	2,326.		22,628.	-20,302.				-20,302.

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WALTER PAYNE FOUNDATION

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STATEMENT 8 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
23	4,856.		15,521.	-10,665.				\$ -10,665.
24	20,500.		21,623.	-1,123.				-1,123.
25	7,956.		24,584.	-16,628.				-16,628.
26	5,809.		14,625.	-8,816.				-8,816.
27	3,195.		7,840.	-4,645.				-4,645.
28	14,460.		20,527.	-6,067.				-6,067.
29	15,802.		14,244.	1,558.				1,558.
30	15,556.		18,181.	-2,625.				-2,625.
31	12,223.		11,565.	658.				658.
32	5,720.		4,420.	1,300.				1,300.
33	6,423.		7,723.	-1,300.				-1,300.
34	9,495.		8,043.	1,452.				1,452.
35	8,098.		5,842.	2,256.				2,256.
36								14,822.
								TOTAL \$-121,600.

STATEMENT 9
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM: WALTER PAYNE FOUNDATION
NAME:
CARE OF: JAMES E. CRAWLEY DAVENPORT & COMPANY
STREET ADDRESS: P.O. BOX 85678
CITY, STATE, ZIP CODE: RICHMOND, VA 23285-5678
TELEPHONE: 804-780-2038
FORM AND CONTENT: APPLICATIONS SHOULD INCLUDE A DETAILED DESCRIPTION OF THE PROJECT, THE GEOGRAPHIC LOCATION AND GENERAL DESCRIPTION OF INTENDED BENEFICIARIES OF THE PROJECT, AND THE FINANCIAL NEEDS OF APPLICANT FOR THE PROJECT.
SUBMISSION DEADLINES: REQUESTS SHOULD BE SUBMITTED BY JUNE 1.
RESTRICTIONS ON AWARDS: CONTRIBUTIONS WILL ONLY BE CONSIDERED FOR CHARITABLE ORGANIZATIONS LOCATED IN THE VIRGINIA COUNTIES OF APPOMATTOX AND PRINCE EDWARD, OR TO CHARITABLE ORGANIZATIONS BENEFITING PERSONS RESIDING, WORKING AND/OR ATTENDING SCHOOL IN THE VIRGINIA COUNTIES OF APPOMATTOX AND PRINCE EDWARD. PREFERENCE WILL BE GIVEN TO THOSE ORGANIZATIONS THAT DO NOT RECEIVE GOVERNMENT FUNDING.

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STATEMENT 10
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
ALLIANCE FOR FAMILIES & CHILDREN 2600 MEMORIAL AVE SUITE 201 LYNCHBURG, VA 24501	NONE	PUBLIC	EDUCATION	\$ 10,000.
THE APPOMATTOX COUNTY ASSEMBLY P.O. BOX 2169 APPOMATTOX, VA 24522	NONE	PUBLIC	CHARITABLE	3,000.
VA COOP EXTENSION 4-H 216 TURKEY ROAD APPOMATTOX, VA 24522	NONE	PUBLIC	CHARITABLE	1,000.
ANIMAL WELFARE ACTION GROUP P.O. BOX 37 APPOMATTOX, VA 24522	NONE	PUBLIC	CHARITABLE	4,000.
HOLIDAY LAKE 4-H EDUCATIONAL CENTER INC 1267 4-H CAMP ROAD APPOMATTOX, VA 24522	NONE	PUBLIC	CHARITABLE	9,000.
FORK UNION MILITARY ACADEMY P.O. BOX 278 FORK UNION, VA 23055	NONE	PUBLIC	CHARITABLE	3,000.
PROSPECT VOL. FIRE DEPARTMENT P.O. BOX 145 FARMVILLE, VA 23960	NONE	PUBLIC	CHARITABLE	7,000.
APPOMATTOX COUNTY HISTORICAL SOCIETY P.O. BOX 253 APPOMATTOX, VA 24522	NONE	PUBLIC	CHARITABLE	10,000.
SCOPE MEALS ON WHEELS P.O. BOX 758 FARMVILLE, VA 23901	NONE	PUBLIC	CHARITABLE	10,000.
CONCORD VOL FIRE DEPARTMENT P.O. BOX 26 CONCORD, VA 24538	NONE	PUBLIC	CHARITABLE	7,000.
APPOMATTOX BAPTIST ASSOCIATION 122 COUNTRYSIDE DR APPOMATTOX, VA 24522	NONE	PUBLIC	CHARITABLE	2,500.

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STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
PAMPLIN VOL FIRE DEPARTMENT P.O. BOX 1099 PAMPLIN, VA 23958	NONE	PUBLIC	CHARITABLE	\$ 7,000.
UNITED DAUGHTERS OF THE CONFED 855 PRICE RD PAMPLIN, VA 23958	NONE	PUBLIC	CHARITABLE	1,000.
LONGWOOD UNIVERSITY FOR THE VISUAL ARTS 129 NORTH MAIN STREET FARMVILLE, VA 23901	NONE	PUBLIC	CHARITABLE	7,500.
APPOMATTOX INTERSTATE 4-H EXCH 216 TURKEY RD APPOMATTOX, VA 24522	NONE	PUBLIC	CHARITABLE	1,000.
DARLINGTON HEIGHTS VOL FIRE DE 3348 MORRIS CREEK RD PAMPLIN, VA 23958	NONE	PUBLIC	CHARITABLE	7,000.
APPOMATTOX YOUTH SPORTS INC P.O. BOX 761 APPOMATTOX, VA 24522	NONE	PUBLIC	CHARITABLE	6,000.
FACES P.O. BOX 644 FARMVILLE, VA 23901	NONE	PUBLIC	CHARITABLE	10,000.
HABITAT FOR HUMANITY P.O. BOX 816 FARMVILLE, VA 23901	NONE	PUBLIC	CHARITABLE	10,000.
PROSPECT HISTORICAL SOCIETY 1024 SULPHUR SPRING RD PROSPECT, VA 23960	NONE	PUBLIC	CHARITABLE	1,000.
STEPS INCORPORATED 300 COURT ST VICTORIA, VA 23974	NONE	PUBLIC	CHARITABLE	5,000.
ST ANNE'S EPISCOPAL CHURCH P.O. BOX 387 APPOMATTOX, VA 24522	NONE	PUBLIC	CHARITABLE	1,000.
LIONS CLUB INTL FOUNDATION 300 W. 22ND ST OAK BROOK, IL 60523	NONE	PUBLIC	CHARITABLE	5,000.

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FEDERAL STATEMENTS

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STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
HOPE TREE FAMILY SERVICES 860 MOUNT VERNON LANE SALEM, VA 24153	NONE	PUBLIC	CHARITABLE	\$ 9,000.
			TOTAL	<u>\$ 137,000.</u>