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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

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

For calendar year 2009, or tax year beginning

03/05, 2009, and ending

12/31, 20 09

G Check all that apply

☒ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

THE S. MASON COLE JR AND LULA P. COLE CHARITA

A Employer identification number

26-6779458

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

Room/suite

B Telephone number (see page 10 of the instructions)

P.O. BOX 1419

City or town, state, and ZIP code

KILMARNOCK, VA 22482

C If exemption application is
pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐H Check type of organization. ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end

J Accounting method: ☒ Cash ☐ Accrual

of year (from Part II, col. (c), line

☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

16) \$ 3,578,674.

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 page 11 of the instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

1 Contributions, gifts, grants, etc., received (attach schedule)

3,531,881.

2 Check ☐ if the foundation is not required to
attach Sch. B.

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

81,448.

75,736.

STMT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

-51,709.

b Gross sales price for all
assets on line 6a 841,516.

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns
and allowances

b Less Cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule)

26,181.

STMT 2

12 Total Add lines 1 through 11

3,587,801.

75,736.

13 Compensation of officers, directors, trustees, etc.

26,997.

26,997.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach schedule) STMT 3

400.

400.

NONE

NONE

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see page 14 of the instructions)

1,471.

1,471.

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule) STMT 5

19,778.

784.

24 Total operating and administrative expenses.

Add lines 13 through 23

48,646.

29,652.

NONE

NONE

25 Contributions, gifts, grants paid

146,640.

146,640.

26 Total expenses and disbursements Add lines 24 and 25

195,286.

29,652.

NONE

146,640.

27 Subtract line 26 from line 12

3,392,515.

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

46,084.

c Adjusted net income (if negative, enter -0-)

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		157,107.	157,107.
	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 page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)		340,955.	342,620.
	b Investments - corporate stock (attach schedule)		2,028,812.	2,194,079.
	c Investments - corporate bonds (attach schedule)		653,822.	673,668.
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)		211,800.	211,200.
	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 the instructions Also, see page 1, item I)		3,392,496.	3,578,674.	
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)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds		3,392,496.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see page 17 of the instructions)		3,392,496.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		3,392,496.		

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 Enter amount from Part I, line 27a	2	3,392,515.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	3,392,515.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	19.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,392,496.

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 SEE PART IV DETAIL					
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					
(i) FMV 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					
b					
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	-51,709.
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 pages 13 and 17 of the 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

N/A

(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 page 18 of 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))
2008			
2007			
2006			
2005			
2004			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4 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 on page 18.			8

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		1	922.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	
3 Add lines 1 and 2		3	922.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	922.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a		
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		NONE
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		922.
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 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> STMT 13		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ▶ SEE STATEMENT 14 Telephone no ▶ _____			
Located at ▶ _____ ZIP + 4 ▶ _____				
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			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> 1b		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? <input type="checkbox"/> 1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ▶ _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions) 2b		X
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"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 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 2009) 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 2009? 4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on, propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? ☐ **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? ☐ 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** ☒

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? ☐ **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 page 22 of the 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
SEE STATEMENT 15		26,997.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over \$50,000 for professional services **NONE****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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	3,114,126.
b	Average of monthly cash balances	1b	298,565.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	3,412,691.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,412,691.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	51,190.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,361,501.
6	Minimum investment return. Enter 5% of line 5	6	139,065.

Part XI Distributable Amount (see page 25 of the 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	139,065.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	922.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	922.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	138,143.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	138,143.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	138,143.

Part XII Qualifying Distributions (see page 25 of the 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	146,640.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	146,640.
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 page 26 of the instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	146,640.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				138,143.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2009				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 146,640.				
a Applied to 2008, but not more than line 2a . . .			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				138,143.
e Remaining amount distributed out of corpus . .	8,497.			
5 Excess distributions carryover applied to 2009 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	8,497.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	8,497.			
10 Analysis of line 9:				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	NONE			
e Excess from 2009	8,497.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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)

2a 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) 2009	(b) 2008	(c) 2007	(d) 2006
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 page 28 of the 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 page 28 of the 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

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

c Any submission deadlines:

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

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 21				
Total			3a	146,640.
b Approved for future payment				
Total			3b	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

Employer identification number

THE S. MASON COLE JR AND LULA P. COLE CHARITA

26-6779458

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

THE S. MASON COLE JR AND LULA P. COLE CHARITA

Employer identification number

26-6779458

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	S. MASON COLE TRUST U/A P. O. BOX 1419 KILMARNOCK, VA 22482	\$ 302,254.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	LULA P. COLE TRUST U/A P. O. BOX 1419 KILMARNOCK, VA 22482	\$ 283,367.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	S. MASON COLE TRUST U/A P. O. BOX 1419 KILMARNOCK, VA 22482	\$ 1,419,600.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	LULA P. COLE TRUST U/A P. O. BOX 1419 KILMARNOCK, VA 22482	\$ 1,526,660.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

THE S. MASON COLE JR AND LULA P. COLE CHARITA

Employer identification number

26-6779458

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	STOCKS AND BONDS	\$ 1,419,600.	03/05/2009
4	STOCKS AND BONDS PERSONAL RESIDENCE & CONTENTS	\$ 1,526,660.	03/05/2009
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
18,825.00		800. AUTODESK PROPERTY TYPE: SECURITIES 13,610.00					01/29/2009 5,215.00	09/24/2009
9,596.00		400. AUTODESK PROPERTY TYPE: SECURITIES 7,457.00					05/04/2009 2,139.00	12/01/2009
9,140.00		500. BB&T CORP PROPERTY TYPE: SECURITIES 16,620.00					04/27/2006 -7,480.00	04/09/2009
52,000.00		50000. BB&T CORP SUB NT 5.20% 12/23/15 PROPERTY TYPE: SECURITIES 49,051.00					02/13/2008 2,949.00	11/04/2009
33,937.00		1140. CVS/CAREMARK CORP PROPERTY TYPE: SECURITIES 45,452.00					04/27/2006 -11,515.00	04/09/2009
4,536.00		200. CHESAPEAKE ENERGY CORP PROPERTY TYPE: SECURITIES 9,081.00					08/05/2008 -4,545.00	05/11/2009
11,340.00		500. CHESAPEAKE ENERGY CORP PROPERTY TYPE: SECURITIES 27,274.00					05/08/2008 -15,934.00	05/11/2009
15,863.00		700. CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES 17,689.00					04/27/2006 -1,826.00	09/24/2009
11,945.00		500. CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES 13,226.00					04/27/2006 -1,281.00	12/01/2009
45,039.00		1000. COCA COLA CO PROPERTY TYPE: SECURITIES 62,970.00					04/27/2006 -17,931.00	04/09/2009
41,888.00		800. COCA COLA CO PROPERTY TYPE: SECURITIES 47,676.00					04/27/2006 -5,788.00	09/24/2009

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
15,000.00		15000. CONNECTICUT ST HSG-B FIN AUTH 4.1 PROPERTY TYPE: SECURITIES 15,000.00					12/04/2007	11/16/2009
15,218.00		200. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 18,140.00					04/27/2006	12/01/2009
20,000.00		20000. FAMCA 6.865 % 08/10/09 PROPERTY TYPE: SECURITIES 20,510.00					12/04/2008	08/10/2009
15,000.00		15000. FHLMC 4.00% 11/15/13 PROPERTY TYPE: SECURITIES 15,038.00					04/02/2009	05/15/2009
10,000.00		10000. FHLB 4.8 9/8/09 PROPERTY TYPE: SECURITIES 10,150.00					09/10/2008	09/08/2009
20,000.00		20000. FHLB 5.67% 04/27/17 PROPERTY TYPE: SECURITIES 20,270.00					10/24/2007	04/27/2009
14,706.00		14705.88 FHLB 4.5 2/20/15 PROPERTY TYPE: SECURITIES 14,424.00					09/05/2008	03/06/2009
38,142.00		39000. GE STRNT 5.00% 2/27/19 PROPERTY TYPE: SECURITIES 38,962.00					04/04/2008	07/31/2009
19,520.00		20000. GE CAP CRP 5.00% 03/15/19 PROPERTY TYPE: SECURITIES 18,998.00					12/14/2006	08/06/2009
26,225.00		25000. GENERAL ELEC CAP CORP 5.875% 2/15 PROPERTY TYPE: SECURITIES 25,974.00					04/26/2006	08/06/2009
48,695.00		50000. GENERAL ELEC CAP CORP 4.00% 1/15/ PROPERTY TYPE: SECURITIES 48,738.00					04/26/2006	08/06/2009

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3.00		.45 HARRIS STRATEX-A COMMON CL A PROPERTY TYPE: SECURITIES					05/20/2009	06/08/2009
							3.00	
1,747.00		240. HARRIS STRATEX-A COMMON CL A PROPERTY TYPE: SECURITIES					05/20/2009	09/23/2009
		1,333.00					414.00	
265.00		41. HARRIS STRATEX-A COMMON CL A PROPERTY TYPE: SECURITIES					05/28/2009	11/03/2009
		220.00					45.00	
20,000.00		20000. HARRISONBURG 5.05% 12/01/09 PROPERTY TYPE: SECURITIES					10/19/2009	12/01/2009
		20,086.00					-86.00	
21,210.00		500. ILLINOIS TOOL WORKS INC PROPERTY TYPE: SECURITIES					04/27/2006	09/24/2009
		27,985.00					-6,775.00	
15,000.00		15000. AIG INTL LEASE FIN BD 4.40% 05/15 PROPERTY TYPE: SECURITIES					06/13/2007	05/15/2009
		14,873.00					127.00	
5,997.00		100. ISHARES DOW JONES US BASIC MATERIAL PROPERTY TYPE: SECURITIES					01/29/2009	12/01/2009
		3,571.00					2,426.00	
9,242.00		200. LIFE TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES					10/16/2008	07/29/2009
		5,571.00					3,671.00	
8,052.00		400. LOWES COS INC PROPERTY TYPE: SECURITIES					04/27/2006	04/09/2009
		9,396.00					-1,344.00	
11,764.00		200. QUEST DIAGNOSTICS INC PROPERTY TYPE: SECURITIES					10/10/2006	12/01/2009
		10,465.00					1,299.00	
8.00		250. SPDR GOLD SHS PROPERTY TYPE: SECURITIES						09/30/2009
							8.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
8.00		250. SPDR GOLD SHS PROPERTY TYPE: SECURITIES					8.00	10/31/2009
9.00		250. SPDR GOLD SHS PROPERTY TYPE: SECURITIES					9.00	11/30/2009
9.00		250. SPDR GOLD SHS PROPERTY TYPE: SECURITIES					9.00	12/31/2009
1,441.00		53. SEAHAWK DRILL COMMON PROPERTY TYPE: SECURITIES 864.00					08/31/2009 577.00	09/09/2009
8.00		.33 SEAHAWK DRILL COMMON PROPERTY TYPE: SECURITIES 5.00					08/31/2009 3.00	09/10/2009
6,476.00		200. SOUTHERN COMPANY PROPERTY TYPE: SECURITIES 6,774.00					01/29/2009 -298.00	12/01/2009
129,763.00		125000. VERIZON 5.50% 02/15/18 PROPERTY TYPE: SECURITIES 122,530.00					03/26/2008 7,233.00	11/04/2009
5,050.00		5000. VA ST MFH 5.6% 11/01/17 PROPERTY TYPE: SECURITIES 5,000.00					03/24/2009 50.00	05/01/2009
50,000.00		50000. VA HSG 4.45% 4/1/09 AMT PROPERTY TYPE: SECURITIES 50,375.00					04/26/2006 -375.00	04/01/2009
19,916.00		700. WELLS FARGO & CO NEW PROPERTY TYPE: SECURITIES 19,974.00					04/27/2006 -58.00	09/24/2009
6,136.00		200. INGERSOLL-RAND PROPERTY TYPE: SECURITIES 3,358.00					01/29/2009 2,778.00	09/24/2009

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
18,409.00		600. INGERSOLL-RAND PROPERTY TYPE: SECURITIES 27,819.00					10/02/2007 -9,410.00	09/24/2009
14,388.00		400. INGERSOLL-RAND PROPERTY TYPE: SECURITIES 6,716.00					01/29/2009 7,672.00	12/01/2009
TOTAL GAIN(LOSS)					----- -51,709. =====	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INTEREST & DIVIDENDS	81,448.	75,736.
	-----	-----
TOTAL	81,448.	75,736.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
INS PROCEEDS RE	26,181.
TOTALS	----- 26,181. =====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	400.	400.		
TOTALS	400.	400.	NONE	NONE
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
REAL ESTATE TAX ON NON-RENTAL	1,089.	1,089.
STATE INCOME TAXES	140.	140.
OTHER TAXES	22.	22.
FOREIGN TAXES ON QUALIFIED FOR	220.	220.
	-----	-----
TOTALS	1,471.	1,471.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER NON-ALLOCABLE EXPENSE -	784.	784.
REAL ESTATE EXPENSE ON NON-REN	18,994.	
	-----	-----
TOTALS	19,778.	784.
	=====	=====

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
FFCB 3.75% 1/29/16	5,137.	5,024.
FFCB 4.2% 4/1/19	25,000.	24,847.
FHLB 3.875% 12/11/15	5,141.	5,295.
FHLB 4.7% 5/14/15	49,750.	50,511.
FHLB 5.25% 1/4/18	31,692.	30,236.
FHLB 5% 4/23/18	30,679.	30,047.
FHLB 5.125% 12/13/17	25,938.	25,140.
FHLMC 6% 2/9/22	25,372.	25,025.
FNMA 5.05% 6/13/18	25,935.	25,757.
HOPEWELL VA 3% 7/15/15	5,044.	5,196.
VA TRANSIT 3.10% 4/1/10	25,281.	25,182.
VASHG 5.125% 1/1/15	5,133.	5,087.
VHDA 3.80% 4/1/14	25,045.	25,623.
VHDA 4% 10/1/13	25,425.	26,474.
VA ST RES AUTH 5.59% 11/1/13	30,383.	33,176.
	-----	-----
TOTALS	340,955.	342,620.
	=====	=====

THE S. MASON COLE JR AND LULA P. COLE CHARITA

26-6779458

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
AFLAC INC	24,862.	27,750.
ABBOTT LABS	31,131.	37,793.
AIRGAS INC.	14,298.	14,280.
ALLIANT ENERGY CORP	21,010.	24,208.
ALLSTATE CORP	30,003.	24,032.
AMGEN INC	19,052.	22,628.
APACHE CORP	47,849.	41,268.
AUTODESK	7,951.	10,164.
AUTOMATIC DATA PROCESSING INC	29,654.	21,410.
BECTON DICKINSON & CO	49,911.	47,316.
BEST BUY INC	46,767.	39,460.
CVS/CAREMARK CORP	91,755.	70,862.
CERNER CORP	22,303.	24,732.
CHESAPEAKE ENERGY CORP	23,839.	31,056.
CHUBB CORP	49,488.	49,180.
CISCO SYSTEMS INC	25,265.	23,940.
CLOROX CO DEL	20,237.	24,400.
COCA COLA CO	35,082.	34,200.
COLGATE PALMOLIVE CO	11,832.	16,430.
CONOCOPHILLIPS	43,913.	51,070.
DIAMOND OFFSHORE COM	9,188.	9,842.
DRESSER-RAND GROUP INC	14,717.	15,805.
EXXON MOBIL CORP	45,203.	34,095.
FPL GROUP, INC W/RIGHTS	28,326.	34,333.
GAMESTOP CORP	25,900.	21,940.
GENERAL DYNAMICS CORP	63,493.	54,536.
GENERAL ELECTRIC CO	37,709.	27,234.
HARRIS CORP DEL	35,101.	47,550.
HEWLETT-PACKARD CO	19,325.	20,604.

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
HOME DEPOT INC	11,056.	11,572.
IBM CORP	46,402.	52,360.
ILLINOIS TOOL WORKS INC	26,210.	23,995.
INTEL CORP	30,246.	24,480.
ISHARES DOW JONES TECH	12,266.	17,262.
ISHARES DJ US FINL	56,371.	77,670.
ISHARES DJ US BASIC MATERIALS	38,286.	59,910.
ISHARES MSCI EAFE	72,945.	99,504.
ISHARES R2000 INDEX	85,567.	112,392.
ISHARES RUSSELL MIDCAP INDEX	147,923.	198,024.
J M SMUCKER CO	5,978.	6,175.
JOHNSON & JOHNSON	66,340.	64,410.
JOY GLOBAL INC	9,304.	10,314.
LIFE TECHNOLOGIES CORP	16,278.	31,332.
LILLY, ELI & CO W/RIGHTS	34,472.	35,710.
LOWES COS INC	14,059.	14,034.
MCDONALDS CORP	40,310.	43,708.
MICROSOFT CORP	58,876.	60,960.
MILLIPORE CORP	13,802.	14,470.
PEOPLE'S UNITED FINL	10,048.	10,020.
PHILIP MORRIS INTL INC	15,844.	19,276.
PRIDE INTL INC	12,419.	25,528.
PROCTER & GAMBLE CO	28,959.	30,315.
SEI INVESTMENTS CO	15,902.	15,768.
SPDR GOLD SHS	24,425.	26,828.
SOUTHERN CO	8,601.	9,996.
STERICYCLE INC	19,067.	22,068.
SYNOPSYS INC	22,581.	22,280.
TARGET CORP	31,632.	29,022.

THE S. MASON COLE JR AND LULA P. COLE CHARITA

26-6779458

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
VALERO ENERGY CORP NEW	19,883.	20,100.
VERIZON COMMUNICATIONS	65,791.	62,947.
WELLS FARGO & CO NEW	20,913.	18,893.
ISHARES BARCLAYS AGG BD FD	20,892.	20,638.
	-----	-----
TOTALS	2,028,812.	2,194,079.
	=====	=====

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
AT&T COM GLOBAL 5.5% 2/1/18	49,550.	52,013.
AMER GEN FIN CORP 6% 11/15/14	19,425.	13,545.
BB&T CORP SUB NT 5.2% 12/23/15	74,525.	77,921.
BK AMER CORP NTS 5.35% 2/15/18	24,381.	24,627.
CENTRYTEL INC 5% 2/15/15	10,000.	10,189.
CON EDISON NY 5.55% 4/1/14	25,272.	27,214.
CRED SUISSE 1ST BOSTON 6.125%	21,750.	21,657.
DOW CHEM CO 8.65% 8/15/13	26,052.	27,222.
EATON CORP 4.9% 5/15/13	14,671.	15,799.
GMAC LLC 6% 4/11/11	7,925.	9,691.
GTE NORTHWEST 6% 6/1/10	51,498.	50,956.
HSBC 5.75% 11/15/17	15,000.	14,849.
HARTFORD LIFE GBL 5% 2/15/16	24,000.	23,880.
HOUSEHOLD FIN 6.375% 8/1/10	25,744.	25,692.
MERCK 4.75% 3/1/15	7,272.	7,551.
OCCIDENTAL PETE 4.125% 6/1/16	29,925.	30,413.
SHELL INT 4.3% 9/22/19	25,000.	24,744.
TARGET GROUP 6% 1/15/18	15,150.	16,557.
UNION PAC CORP 5.125% 2/15/14	24,938.	26,596.
VERIZON 5.5% 2/15/18	97,333.	105,139.
VERIZON PENN 5.65% 11/15/11	24,551.	26,604.
DISCOVER BK CD 3.60% 10/12/10	39,860.	40,809.
	-----	-----
TOTALS	653,822.	673,668.
	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS

=====

COST/
FMV

C OR F

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

HOUSEHOLD CONTENTS C

LOT 3 MAP 23A, KILMARNOCK VA C

TOTALS

1,800.

210,000.

211,800.

1,800.

209,400.

211,200.

=====

=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

ADJUSTMENT DUE TO ROUNDING

19.

TOTAL

19.
=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

VA

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: CHESAPEAKE TRUST COMPANY
SHERRI L. CLOUSER,

ADDRESS: P. O. BOX 1419
KILMARNOCK, VA 22482

TELEPHONE NUMBER: (804)435-4246

THE S. MASON COLE JR AND LULA P. COLE CHARITA

26-6779458

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

CHESAPEAKE TRUST COMPANY

ADDRESS:

P. O. BOX 1419

KILMARNOCK, VA 22482

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION 26,997.

TOTAL COMPENSATION:

26,997.

=====

RECIPIENT NAME:
CENTRAL VIRGINIA FOOD BANK
ADDRESS:
1415 RHOADMILLER STREET
RICHMOND, VA 23220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
KILMARNOCK LANCASTER VOLUNTEER
RESCUE SQUAD
ADDRESS:
P O BOX 333
KILMARNOCK, VA 22482
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 9,376.

RECIPIENT NAME:
RAPPAHANNOCK GENERAL HOSPITAL
FOUNDATION
ADDRESS:
101 HARRIS ROAD
KILMARNOCK, VA 22482
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MEDICAL
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 9,376.

RECIPIENT NAME:
LANCASTER COMMUNITY LIBRARY
ADDRESS:
235 SCHOOL STREET
KILMARNOCK, VA 22482
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 9,376.

RECIPIENT NAME:
RAPPAHANNOCK ART LEAGUE
ADDRESS:
19 NORTH MAIN STREET
KILMARNOCK, VA 22482
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 9,376.

RECIPIENT NAME:
NORTHERN NECK FREE HEALTH CLINIC
ADDRESS:
P O BOX 1694
KILMARNOCK, VA 22482
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MEDICAL
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 9,376.

RECIPIENT NAME:
NORTHERN NECK POWER AND SAIL SQUADR
C/O HELEN KELLY, COMMANDER
ADDRESS:
P O BOX 245
KILMARNOCK, VA 22482
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 9,376.

RECIPIENT NAME:
WESTMORELAND PLAYERS
ADDRESS:
P. O. BOX 253
CALLAO, VA 22435
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 9,376.

RECIPIENT NAME:
MOBJACK BAY POWER SQUADRON
C/O COMMANDER ROBERT LEBOEUF
ADDRESS:
1411 WILTON CREEK
KILMARNOCK, VA 22482
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 9,376.

RECIPIENT NAME:
NORTHERN NECK APVA
C/O ELIZABETH WOLF, DIRECTOR
ADDRESS:
P O BOX 339
WARSAW, VA 22572
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 9,376.

RECIPIENT NAME:
RIVER COUNTIES COMMUNITY FDN
C/O MARGARET NOST, DIRECTOR
ADDRESS:
P. O. BOX 222
KILMARNOCK, VA 22482
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
KILMARNOCK VOLUNTEER FIRE DEPT
C/O TOM JONES, PRESIDENT
ADDRESS:
P O BOX 1295
KILMARNOCK, VA 22482
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 9,376.

RECIPIENT NAME:
PARTNERS FOR LANCASTER COUNTY
SCHOOLS FDN
ADDRESS:
P. O. BOX 144
IRVINGTON, VA 22480
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 9,376.

RECIPIENT NAME:
P. T. ATKINSON MUSEUM AT HAMPDEN
SYDNEY COLLEGE
ADDRESS:
COLLEGE ROAD
FARMVILLE, VA 23901
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 9,376.

RECIPIENT NAME:
BOYS AND GIRLS CLUB OF THE
NORTHERN NECK
ADDRESS:
P O BOX 564
KILMARNOCK, VA 22482
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 9,376.

RECIPIENT NAME:
INTERFAITH COUNCIL
C/O JEANNIE KING
ADDRESS:
P. O. BOX 868
KILMARNOCK, VA 22482
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 9,376.

RECIPIENT NAME:
ANIMAL WELFARE LEAGUE
C/O JUDY HARVELL
ADDRESS:
P O BOX 975
WHITE STONE, VA 22578
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 9,376.

TOTAL GRANTS PAID: 146,640.
=====

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust

THE S. MASON COLE JR AND LULA P. COLE CHARITA

Employer identification number

26-6779458

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b				1b	19,648.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet				4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►				5	19,648.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b				6b	-71,357.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				8	
9 Capital gain distributions				9	
10 Gain from Form 4797, Part I				10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet				11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►				12	-71,357.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II**Caution:** Read the instructions *before* completing this part.

	(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		19,648.
14 Net long-term gain or (loss):			
a Total for year	14a		-71,357.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		-51,709.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	(3,000)
a The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,300	24		
25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25		
26 Subtract line 25 from line 24	26		
27 Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (.15)	30		
31 Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32 Add lines 30 and 31	32		
33 Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2009

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust

THE S. MASON COLE JR AND LULA P. COLE CHARITA

Employer identification number

26-6779458

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 800. AUTODESK	01/29/2009	09/24/2009	18,825.00	13,610.00	5,215.00
400. AUTODESK	05/04/2009	12/01/2009	9,596.00	7,457.00	2,139.00
200. CHESAPEAKE ENERGY CORP	08/05/2008	05/11/2009	4,536.00	9,081.00	-4,545.00
20000. FAMCA 6.865 % 08/10/09	12/04/2008	08/10/2009	20,000.00	20,510.00	-510.00
15000. FHLMC 4.00% 11/15/13	04/02/2009	05/15/2009	15,000.00	15,038.00	-38.00
10000. FHLB 4.8 9/8/09	09/10/2008	09/08/2009	10,000.00	10,150.00	-150.00
14705.88 FHLB 4.5 2/20/15	09/05/2008	03/06/2009	14,706.00	14,424.00	282.00
.45 HARRIS STRATEX-A COMMON CL A	05/20/2009	06/08/2009	3.00		3.00
240. HARRIS STRATEX-A COMMON CL A	05/20/2009	09/23/2009	1,747.00	1,333.00	414.00
41. HARRIS STRATEX-A COMMON CL A	05/28/2009	11/03/2009	265.00	220.00	45.00
20000. HARRISONBURG 5.05% 12/01/09	10/19/2009	12/01/2009	20,000.00	20,086.00	-86.00
100. ISHARES DOW JONES US BASIC MATERIALS	01/29/2009	12/01/2009	5,997.00	3,571.00	2,426.00
200. LIFE TECHNOLOGIES CORP	10/16/2008	07/29/2009	9,242.00	5,571.00	3,671.00
53. SEAHAWK DRILL COMMON	08/31/2009	09/09/2009	1,441.00	864.00	577.00
.33 SEAHAWK DRILL COMMON	08/31/2009	09/10/2009	8.00	5.00	3.00
200. SOUTHERN COMPANY	01/29/2009	12/01/2009	6,476.00	6,774.00	-298.00
5000. VA ST MFH 5.6% 11/01/17	03/24/2009	05/01/2009	5,050.00	5,000.00	50.00
200. INGERSOLL-RAND	01/29/2009	09/24/2009	6,136.00	3,358.00	2,778.00
400. INGERSOLL-RAND	01/29/2009	12/01/2009	14,388.00	6,716.00	7,672.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 19,648.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D-1 (Form 1041) 2009

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

THE S. MASON COLE JR AND LULA P. COLE CHARITA

26-6779458

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 500. BB&T CORP	04/27/2006	04/09/2009	9,140.00	16,620.00	-7,480.00
50000. BB&T CORP SUB NT 5.20% 12/23/15	02/13/2008	11/04/2009	52,000.00	49,051.00	2,949.00
1140. CVS/CAREMARK CORP	04/27/2006	04/09/2009	33,937.00	45,452.00	-11,515.00
500. CHESAPEAKE ENERGY CORP	05/08/2008	05/11/2009	11,340.00	27,274.00	-15,934.00
700. CISCO SYSTEMS INC	04/27/2006	09/24/2009	15,863.00	17,689.00	-1,826.00
500. CISCO SYSTEMS INC	04/27/2006	12/01/2009	11,945.00	13,226.00	-1,281.00
1000. COCA COLA CO	04/27/2006	04/09/2009	45,039.00	62,970.00	-17,931.00
800. COCA COLA CO	04/27/2006	09/24/2009	41,888.00	47,676.00	-5,788.00
15000. CONNECTICUT ST HSG-B FIN AUTH 4.19% 11/1	12/04/2007	11/16/2009	15,000.00	15,000.00	
200. EXXON MOBIL CORP	04/27/2006	12/01/2009	15,218.00	18,140.00	-2,922.00
20000. FHLB 5.67% 04/27/17	10/24/2007	04/27/2009	20,000.00	20,270.00	-270.00
39000. GE STRNT 5.00% 2/27/19	04/04/2008	07/31/2009	38,142.00	38,962.00	-820.00
20000. GE CAP CRP 5.00% 03/15/19	12/14/2006	08/06/2009	19,520.00	18,998.00	522.00
25000. GENERAL ELEC CAP CORP 5.875% 2/15/12	04/26/2006	08/06/2009	26,225.00	25,974.00	251.00
50000. GENERAL ELEC CAP CORP 4.00% 1/15/14	04/26/2006	08/06/2009	48,695.00	48,738.00	-43.00
500. ILLINOIS TOOL WORKS INC	04/27/2006	09/24/2009	21,210.00	27,985.00	-6,775.00
15000. AIG INTL LEASE FIN BD 4.40% 05/15/09	06/13/2007	05/15/2009	15,000.00	14,873.00	127.00
400. LOWES COS INC	04/27/2006	04/09/2009	8,052.00	9,396.00	-1,344.00
200. QUEST DIAGNOSTICS INC	10/10/2006	12/01/2009	11,764.00	10,465.00	1,299.00
250. SPDR GOLD SHS		09/30/2009	8.00		8.00
250. SPDR GOLD SHS		10/31/2009	8.00		8.00
250. SPDR GOLD SHS		11/30/2009	9.00		9.00
250. SPDR GOLD SHS		12/31/2009	9.00		9.00
125000. VERIZON 5.50% 02/15/18	03/26/2008	11/04/2009	129,763.00	122,530.00	7,233.00
50000. VA HSG 4.45% 4/1/09 AMT	04/26/2006	04/01/2009	50,000.00	50,375.00	-375.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2009

