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Form **990-PF****Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service

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 , 2009, and ending

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

Use the IRS label Otherwise, print or type. See Specific Instructions

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

Fair market value of all assets at end of year (from Part II, column (c), line 16) **\$ 38,725,774.**

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

A Employer identification number **54-1390453**

B Telephone number (see the instructions) **(276) 645-1458**

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 ☐

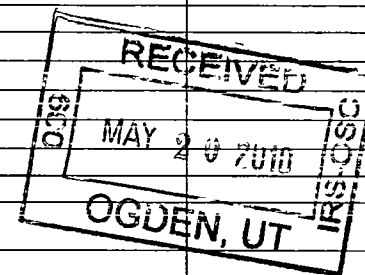
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

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

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))

	(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 (att sch)				
2 Ck ☒ if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	171,525.	171,525.		
4 Dividends and interest from securities	1,061,479.	1,025,217.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-1,967,307.			
b Gross sales price for all assets on line 6a	21,076,917.			
7 Capital gain net income (from Part IV, line 2)		0.		
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/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	-734,303.	1,196,742.		
13 Compensation of officers, directors, trustees, etc	81,340.	4,067.		77,273.
14 Other employee salaries and wages	149,632.			149,632.
15 Pension plans, employee benefits	43,231.	876.		42,355.
16a Legal fees (attach schedule)	3,200.			3,200.
b Accounting fees (attach sch)				
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instr) Federal excise ta	24,660.			
19 Depreciation (attach sch) and depletion	1,309.			
20 Occupancy				
21 Travel, conferences, and meetings	2,150.			2,150.
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	357,605.	154,290.		203,315.
24 Total operating and administrative expenses. Add lines 13 through 23	663,127.	159,233.		477,925.
25 Contributions, gifts, grants paid	4,153,791.			4,153,791.
26 Total expenses and disbursements. Add lines 24 and 25	4,816,918.	159,233.		4,631,716.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-5,551,221.			
b Net investment income (if negative, enter -0-)		1,037,509.		
c Adjusted net income (if negative, enter -0-)				



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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
A S S E T S	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	10,146,065.	2,826,229.	2,826,229.
	3 Accounts receivable ▶ 0.			
	Less allowance for doubtful accounts ▶	89,245.	0.	0.
	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	6,287.	7,102.	7,102.
	10a Investments – U.S. and state government obligations (attach schedule) L-10a Stmt	1,515,370.	1,662,400.	1,662,400.
	b Investments – corporate stock (attach schedule) L-10b Stmt	21,777,382.	26,915,760.	26,915,760.
	c Investments – corporate bonds (attach schedule) L-10c Stmt	3,119,102.	6,245,388.	6,267,207.
L I A B I L I T I E S	11 Investments – land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) L-13 Stmt	218,045.	1,039,563.	1,039,563.
	14 Land, buildings, and equipment basis ▶ 14,772.			
	Less accumulated depreciation (attach schedule) L-14 Stmt ▶ 7,259.	3,920.	7,513.	7,513.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)	36,875,416.	38,703,955.	38,725,774.
	17 Accounts payable and accrued expenses	140,951.	-7,060.	
	18 Grants payable			
N E T A S S E T S F U N D B A L A N C E S	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ L-22 Stmt)	-17,688.	3,417.	
	23 Total liabilities (add lines 17 through 22)	123,263.	-3,643.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☒			
	24 Unrestricted	35,274,811.	37,230,256.	
	25 Temporarily restricted			
	26 Permanently restricted	1,477,342.	1,477,342.	
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐			
F U N D B A L A N C E S	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			
	30 Total net assets or fund balances (see the instructions)	36,752,153.	38,707,598.	
	31 Total liabilities and net assets/fund balances (see the instructions)	36,875,416.	38,703,955.	

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	36,752,153.
2 Enter amount from Part I, line 27a	2	-5,551,221.
3 Other increases not included in line 2 (itemize) ▶ <u>Net unrealized gain - marketable securities</u>	3	7,506,667.
4 Add lines 1, 2, and 3	4	38,707,599.
5 Decreases not included in line 2 (itemize) ▶ <u>Rounding</u>	5	1.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	38,707,598.

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 Publicly traded securities-UBS Financial Securites Accts				
b Publicly traded securities-Raymond James & Assoc Accts				
c Publicly traded securities-Citigroup Smith Barney Acct				
d Publicly traded securities-JP Morgan Accts				
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 596,139.		895,722.	-299,583.
b 313,663.		417,193.	-103,530.
c 1,611,850.		2,323,128.	-711,278.
d 18,555,265.		19,408,181.	-852,916.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			-299,583.
b			-103,530.
c			-711,278.
d			-852,916.
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	-1,967,307.
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 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

(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))
2008	2,592,940.	46,022,604.	0.056341
2007	2,755,180.	54,891,318.	0.050193
2006	2,967,024.	51,711,582.	0.057376
2005	2,813,481.	46,914,163.	0.059971
2004	2,803,284.	53,395,824.	0.052500

2 Total of line 1, column (d)	2	0.276361
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	0.055276
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	36,189,711.
5 Multiply line 4 by line 3	5	2,000,422.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,375.
7 Add lines 5 and 6	7	2,010,797.
8 Enter qualifying distributions from Part XII, line 4	8	4,636,618.

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.

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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 ☐ and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)		1	10,375.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, 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	10,375.
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	10,375.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	24,739.	
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	24,739.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	14,364.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11	14,364.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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
4 a 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?	X	
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, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) VA – Virginia		
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)? 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 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? Website address <u>www.uccharitable.com</u>	13	X	
14	The books are in care of <u>The United Company Charitable Foundation</u> Telephone no <u>(276) 645-1458</u> Located at <u>1005 Glenway Ave.</u> <u>Bristol,</u> <u>VA</u> ZIP + 4 <u>24201-3473</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 <u>15</u>			

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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	X
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?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If 'Yes,' did it have excess business holdings in 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)	3 b	
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 2009?	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** ☐ ☒

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 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 W. McGlothlin Austin TX	Chairman 5.00	0.	0.	0.
Martha Gayle Bristol VA	President 40.00	81,340.	11,533.	0.
Lois Clarke Bristol TN	Treasurer 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
0				
0				
0				
0				

Total number of other employees paid over \$50,000

None

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
United Management Company, LLC 1005 Glenway Avenue Bristol VA 24201	Investment management	110,861.
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 Provide one meal/day five days a week to 525 low-income people in the Bristol, VA community. Meals are delivered via a van that travels to the homes of the recipients.	248,605.
2 Provide one week long "Camp Success" to rising seniors and recent graduates from Mtn. Mission School. Students stay overnight at King College and experience a range of activities including theatre, museums, amusement parks, athletic competitions and an etiquette course. Participants may apply for Foundation scholarships.	23,641.
3 Guidance counselor for Mountain Mission School assists Mountain Mission School students with college and scholarship applications, SAT prep, etc.	69,169.
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	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

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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	31,152,082.
b Average of monthly cash balances	1b	5,588,741.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	36,740,823.
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	
3 Subtract line 2 from line 1d	3	36,740,823.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	551,112.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	36,189,711.
6 Minimum investment return. Enter 5% of line 5	6	1,809,486.

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	1,809,486.
2a Tax on investment income for 2009 from Part VI, line 5	2a	10,375.
b Income tax for 2009 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	10,375.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	1,799,111.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	1,799,111.
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	1,799,111.

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	4,631,716.
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	4,902.
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	4,636,618.
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	10,375.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,626,243.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,799,111.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2009				
a From 2004	237,614.			
b From 2005	508,968.			
c From 2006	445,848.			
d From 2007	65,896.			
e From 2008	318,791.			
f Total of lines 3a through e	1,577,117.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 4,636,618.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2009 distributable amount				1,799,111.
e Remaining amount distributed out of corpus	2,837,507.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	4,414,624.			
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				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	237,614.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	4,177,010.			
10 Analysis of line 9				
a Excess from 2005	508,968.			
b Excess from 2006	445,848.			
c Excess from 2007	65,896.			
d Excess from 2008	318,791.			
e Excess from 2009	2,837,507.			

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

N/A

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)

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test — enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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

Martha M. Gayle

1005 Glenway Avenue

Bristol

VA 24201

(276) 645-1458

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

See attached Statement 5 detailing scholarship grant program.

- c** Any submission deadlines

See attached Statement 5 detailing scholarship grant program

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

See attached Statement 5 detailing scholarship grant program

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
<i>a Paid during the year</i> See Statement 6				4,153,791.
Total			3a	4,153,791.
<i>b Approved for future payment</i>				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	171,525.	
4 Dividends and interest from securities			14	1,061,479.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-1,967,307.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				-734,303.	
13 Total. Add line 12, columns (b), (d), and (e)				13	-734,303.

(See worksheet in the instructions for line 13 to verify calculations)

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

[illegible]

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

	Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1) Cash		X
(2) Other assets		X
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization		X
(2) Purchases of assets from a noncharitable exempt organization		X
(3) Rental of facilities, equipment, or other assets		X
(4) Reimbursement arrangements		X
(5) Loans or loan guarantees		X
(6) Performance of services or membership or fundraising solicitations		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

SIGN HERE

Signature of officer or trustee

5.17.10
Date

President

Signature of officer or trustee

Date _____

Title

**Paid
Pre-
parer's
Use
Only**Preparer's signature

Date _____

Check if self-employed

Preparer's Identifying number
(See **Signature** in the instrs)

Firm's name (or yours if self-employed), address, and ZIP code

Non-Paid Preparer

FIN ▶

Phone no ▶

BAA

Form 990-PF (2009)

Form 990-PF
Part VII-B, Line 5C

Expenditure Responsibility

2009

Name(s) Shown on Return

The United Company Charitable Foundation

Employer ID Number

54-1390453

Grantee Information:

Grantee Name

Courtyards at the University of Maryland

Check Box, if Grantee is a Business

☒

Grantee Address

8000 Boteler Lane

Grantee City

College Park

Grantee State MD

Grantee Zip 20740

Foreign City

Foreign Country

Grant Amount

9,060.

Amount Expended

4,530.

Date of Grant

02/17/09

Purpose of Grant:

To enable Grantee to provide housing to a needy undergraduate student
(a scholarship recipient of United Company Charitable Foundation) so
that the student may pursue studies. The grant is for 12 monthly
payments of \$755 for the 2009-2010 academic school year.

Any Diversion By Grantee?

No funds have been diverted to any activity other than for which grant was originally made.

Dates of Reports by Grantee?

5/3/2010

Verification Date

05/04/10

Results of Verification:

Monthly grant payments were applied to the designated student's lease statement.

Supporting Statement of:

Form 990-PF, p1/Line 19(a)

Description	Amount
Printer acquired by purchase (\$1,077) in June 2007	215.
Soup kettle acquired by purchase (\$4,245) in Oct 2007	849.
Double door cooler acquired by purchase (\$4,902) in Oct 2009	245.
Total	<u>1,309.</u>

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Fuel	1,735.			1,735.
Supplies	12,872.			12,872.
Vehicle expense	75.			75.
Cost of food - soup kitchen	128,408.			128,408.
Insurance	24,710.			24,710.
Bank fees	1,034.	1,034.		
Payroll Processing - ADP	5,346.	94.		5,252.
Management fees	153,162.	153,162.		
Miscellaneous	1,839.			1,839.
Camp Success	23,641.			23,641.
Telephone	2,350.			2,350.
Repairs & Maintenance	8.			8.
Taxes & Licenses	125.			125.
Continuing Education	2,000.			2,000.
Dues & Subscriptions	115.			115.
Outside labor	185.			185.
Total	357,605.	154,290.		203,315.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person ☒ Business ☐ Kenneth D. Dockery	Asst. Treas.			
Bristol VA Person ☒ Business ☐ Nicholas Street	1.00	0.	0.	0.
Bristol TN Person ☒ Business ☐ Brian Sullivan	Secretary 1.00	0.	0.	0.
Bristol VA Person ☒ Business ☐ Frances McGlothlin	Asst. Secretary 1.00	0.	0.	0.
Austin TX Person ☒ Business ☐ David Street	Director 1.00	0.	0.	0.
Bristol TN Person ☒ Business ☐ Fay Street	Director 1.00	0.	0.	0.
Bristol TN	Director 1.00	0.	0.	0.

Form 990-PF, Page 6, Part VIII, Line 1

Continued

Information about Officers, Directors, Trustees, Etc.

(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
Person ☒ Business ☐				

Total

0. 0. 0.

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
JP Morgan Acct Q63243002 See Stmt 1			1,662,400.	1,662,400.
Total			1,662,400.	1,662,400.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
JP Morgan Acct Q63243002 See Statement 1	22,259,389.	22,259,389.
JP Morgan Acct Q63362000 See Statement 2	2,181,568.	2,181,568.
JP Morgan Acct Q63340006 See Statement 3	1,180,357.	1,180,357.
JP Morgan Acct Q63356002 See Statement 4	1,294,446.	1,294,446.
Total	26,915,760.	26,915,760.

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
JP Morgan Acct Q63243002 See Statement 1	5,278,050.	5,278,050.
JP Morgan Acct Q63362000 See Statement 2	824,623.	840,004.
JP Morgan Acct Q63340006 See Statement 3	142,715.	149,153.

Form 990-PF, Page 2, Part II, Line 10c

Continued

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
Total	<u>6,245,388.</u>	<u>6,267,207.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
JP Morgan Acct Q63243002 See Statement 1	527,412.	527,412.
JP Morgan Acct Q63362000 See Statement 2	207,352.	207,352.
JP Morgan Acct Q63340006 See Statement 3	154,447.	154,447.
JP Morgan Acct Q63356002 See Statement 4	150,352.	150,352.
Total	<u>1,039,563.</u>	<u>1,039,563.</u>

Form 990-PF, Page 2, Part II, Line 14

L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
Van	4,548.	4,548.	0.
Soup Kettle	4,245.	1,910.	2,335.
Printer	1,077.	556.	521.
Double Door Cooler	4,902.	245.	4,657.
Total	<u>14,772.</u>	<u>7,259.</u>	<u>7,513.</u>

Form 990-PF, Page 2, Part II, Line 22

Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
United Way W/H Payable	0.	
Federal Income Taxes Payable	-20,239.	-79.
Accrued Payroll	2,371.	3,311.
Accrued Taxes	180.	185.
Total	<u>-17,688.</u>	<u>3,417.</u>

THE UNITED COMPANY CHARITABLE FOUNDATION
54-1390453
2009 FORM 990-PF
PAGE 2, PART II BALANCE SHEET
Detail for JP Morgan Account Q63243002

Statement 1

DESCRIPTION	Quantity	End of Year	
		Book Value	FMV
INVESTMENTS - US & STATE GOV'T OBLIGATIONS (LINE 10a)			
ISHARES BARCLAYS TIPS BOND FUND	16,000	1,662,400	1,662,400
TOTALS - US GOV'T OBLIGATIONS	16,000	1,662,400	1,662,400

INVESTMENTS - CORPORATE STOCK (LINE 10b)

3M CO	3,700	305,879	305,879
ABBOTT LABORATORIES	5,100	275,349	275,349
AMERICAN ELECTRIC POWER CO	9,700	337,463	337,463
AT&T INC	10,000	280,300	280,300
AUTOMATIC DATA PROCESSING INC	7,250	310,445	310,445
BANK OF AMERICA CORP	12,000	180,720	180,720
BB & T CORP	8,500	215,645	215,645
BP PLC SPONSORED A/D/R	5,000	289,850	289,850
BRISTOL MYERS SQUIBB CO	15,000	378,750	378,750
CHEVRON CORP	3,750	288,713	288,713
CISCO SYSTEMS INC	12,275	293,864	293,864
COCA COLA CO	5,500	313,500	313,500
CONOCOPHILLIPS	4,250	217,048	217,048
CONSUMER DISCRETIONARY SELECT SPDR FUND	24,000	714,480	714,480
CONSUMER STAPLES SPDR FUND	25,000	661,750	661,750
DOMINION RESOURCES INC VA	7,500	291,900	291,900
E I DU PONT DE NEMOURS & CO	7,300	245,791	245,791
ELI LILLY & CO	7,750	276,753	276,753
EMERSON ELECTRIC CO	5,775	246,015	246,015
EXXON MOBIL CORP	4,500	306,855	306,855
GENERAL ELECTRIC CO	15,500	234,515	234,515
GENUINE PARTS CO	8,000	303,680	303,680
GLAXOSMITHKLINE PLC SPONSORED A/D/R	7,750	327,438	327,438
HEALTH CARE SELECT SECTOR SPDR FUND	22,750	706,843	706,843
HEWLETT-PACKARD CO	5,000	257,550	257,550
HIGHLANDS CAP TR 1 2 5/16% PFD	500	11,750	11,750
ILLINOIS TOOL WORKS INC	6,000	287,940	287,940
INTEL CORP	15,000	306,000	306,000
INTERNATIONAL BUSINESS MACHINES CORP	2,400	314,160	314,160
ISHARES DOW JONES TELECOMMUNICATIONS SECTOR INDEX FUND	34,000	680,680	680,680
ISHARES MSCI EAFE INDEX FUND	30,000	1,658,400	1,658,400
ISHARES MSCI EMERGING MARKET INDEX	5,000	207,500	207,500
J P MORGAN CHASE & CO	8,000	333,360	333,360
JOHNSON & JOHNSON	5,000	322,050	322,050
KIMBERLY-CLARK CORP	5,000	318,550	318,550
KRAFT FOODS INC A	8,200	222,876	222,876
MARATHON OIL CORP	7,125	222,443	222,443
MATERIALS SELECT SECTOR SPDR FUND	16,400	541,036	541,036
MC DONALDS CORP	3,000	187,320	187,320

THE UNITED COMPANY CHARITABLE FOUNDATION

Statement 1

54-1390453

2009 FORM 990-PF

PAGE 2, PART II BALANCE SHEET

Detail for JP Morgan Account Q63243002

DESCRIPTION	Quantity	End of Year	
		Book Value	FMV
MCGRAW-HILL COMPANIES INC	7,000	234,570	234,570
MERCK & CO INC	9,350	341,649	341,649
MICROSOFT CORP	10,300	313,944	313,944
NORFOLK SOUTHERN CORP	6,000	314,520	314,520
PEPSICO INC	5,500	334,400	334,400
PFIZER INC	15,500	281,945	281,945
PROCTER & GAMBLE CO	4,350	263,741	263,741
SECTOR SPDR TR SBI INT-FINL SEDOL 2364038	57,000	820,800	820,800
SECTOR SPDR TRUST S/B/I-ENERGY	12,000	684,120	684,120
SECTOR SPDR TRUST S/B/I-INDUSTRIAL	25,175	699,613	699,613
SYSCO CORP	9,300	259,842	259,842
TECHNOLOGY SELECT SECTOR SPDR FUND	36,700	841,531	841,531
TEVA PHARMACEUTICAL INDUSTRIES LTD SPONSORED A/D/R	6,000	337,080	337,080
TEXAS INSTRUMENTS INC	12,200	317,932	317,932
UNITED TECHNOLOGIES CORP	5,000	347,050	347,050
UNIVERSAL CORP VIRGINIA	5,500	250,855	250,855
US BANCORP DEL	10,250	230,728	230,728
UTILITIES SELECT SECTOR SPDR FUND	20,000	620,400	620,400
VERIZON COMMUNICATIONS INC	10,000	331,300	331,300
WAL MART STORES INC	6,000	320,700	320,700
WELLS FARGO & CO	8,800	237,512	237,512
TOTALS - CORPORATE STOCK	670,400	22,259,389	22,259,389

INVESTMENTS - CORPORATE BONDS (LINE 10c)

ISHARES BARCLAYS AGGREGATE BOND FUND	35,000	3,611,650	3,611,650
ISHARES IBOXX \$ INVESTMENT GRADE CORPORATE BOND FUND	16,000	1,666,400	1,666,400
TOTALS - CORPORATE BONDS	51,000	5,278,050	5,278,050

INVESTMENTS - OTHER (LINE 13)

ENTERPRISE PRODUCTS PARTNERS L P (PTP)	10,000	314,100	314,100
NATURAL RESOURCE PARTNERS LP (PTP)	8,800	213,312	213,312
TOTALS - INVESTMENTS - OTHER	18,800	527,412	527,412

THE UNITED COMPANY CHARITABLE FOUNDATION
54-1390453
2009 FORM 990-PF
PAGE 2, PART II BALANCE SHEET
Detail for JP Morgan Account Q63362000

Statement 2

DESCRIPTION	Quantity	End of Year	
		Book Value	FMV
INVESTMENTS - CORPORATE STOCK (LINE 10b)			
3M CO	710	58,696	58,696
ABBOTT LABORATORIES	664	35,849	35,849
ALTRIA GROUP INC	1,007	19,767	19,767
BRISTOL MYERS SQUIBB CO	1,444	36,461	36,461
CLOROX CO	396	24,156	24,156
COCA COLA CO	891	50,787	50,787
COOPER INDUSTRIES PLC CL - A	878	37,438	37,438
DARDEN RESTAURANTS INC	1,358	47,625	47,625
DOMINION RESOURCES INC VA	1,100	42,812	42,812
EXXON MOBIL CORP	620	42,278	42,278
HARRIS CORP DEL	703	33,428	33,428
HUDSON CITY BANCORP INC	3,293	45,213	45,213
I SHARES S&P LATIN AMERICAN 40 INDEX FUND	535	25,568	25,568
ILLINOIS TOOL WORKS INC	519	24,907	24,907
INDEPENDENT BANK CORP MASS	1,328	27,702	27,702
INTEL CORP	1,722	35,129	35,129
INTERNATIONAL BUSINESS MACHINES CORP	525	68,723	68,723
ISHARES MSCI ASIAN EX JAPAN	653	36,379	36,379
ISHARES MSCI CANADA INDEX FUND	1,351	35,572	35,572
ISHARES MSCI PACIFIC EX-JAPAN INDEX FUND	809	33,468	33,468
ISHARES MSCI SINGAPORE -INDEX FUND	2,995	34,413	34,413
ISHARES S&P MIDCAP 400 INDEX FUND	1,064	77,044	77,044
JOHNSON & JOHNSON	636	40,965	40,965
JPMORGAN ALERIAN MLP INDEX ETN	2,617	74,794	74,794
MARATHON OIL CORP	876	27,349	27,349
MATTEL INC	1,657	33,107	33,107
MC DONALDS CORP	719	44,894	44,894
MEDTRONIC INC	1,259	55,371	55,371
MERCK & CO INC	704	25,724	25,724
MICROCHIP TECHNOLOGY INC	1,294	37,591	37,591
MICROSOFT CORP	2,123	64,709	64,709
ONEOK INC	808	36,013	36,013
PHILIP MORRIS INTERNATIONAL	1,032	40,732	40,732
POWERSHARES INTERNATIONAL DIVIDEND ACHIEVERS PORTFOLIO	2,528	35,316	35,316
POWERSHARES QQQ	848	38,796	38,796
THE TRAVELERS COMPANIES INC	713	35,550	35,550
TYCO ELECTRONICS LTD	1,621	39,796	39,796
UNITED TECHNOLOGIES CORP	739	51,294	51,294
VANGUARD EMERGING MARKET ETF	5,165	211,765	211,765
VANGUARD EUROPE PACIFIC ETF	4,122	140,972	140,972
VANGUARD EUROPEAN ETF	409	19,828	19,828
VANGUARD FTSE ALL WORLD EX-US SMALL CAP ETF	929	75,918	75,918
CORPORATE OFFICE PROPERTIES TRUST	1,569	57,472	57,472
HIGHWOODS PROPERTIES INC	1,187	39,586	39,586
MID-AMERICA APARTMENT COMMUNITIES INC	830	40,072	40,072
SPDR DJ WILSHIRE INTERNATIONAL REAL ESTATE ETF	904	31,541	31,541
TOTALS	59,854	2,181,568	2,181,568

THE UNITED COMPANY CHARITABLE FOUNDATION
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2009 FORM 990-PF
PAGE 2, PART II BALANCE SHEET
Detail for JP Morgan Account Q63362000

Statement 2

DESCRIPTION	Quantity	End of Year	
		Book Value	FMV
INVESTMENTS - CORPORATE BONDS (LINE 10c)			
POWERSHARES EMERGING MARKETS SOVEREIGN DEBT PORTFOLIO	3,630	92,674	92,674
VANGUARD SCOTTSDALE FDS SHRT-TERM CORP	455	34,275	34,275
ISHARES JP MORGAN EM BOND FUND JPMORGAN USD	620	63,104	63,104
ISHARES IBOX HIGH YLD CORP BOND	787	69,130	69,130
SPDR SERIES TRUST LEHMAN YLD ETF	4,576	177,595	177,595
SPDR BARCLAYS CAPITAL CONVERTIBLE BOND ETF	1,854	70,063	70,063
MORGAN STANLEY NOTES 5 30% MAR 1 2013 DTD 2/26/2003	44,000	45,831	46,376
ALTRIA GROUP INC 8 1/2% NOV 10 2013 DTD 11/10/2008	31,000	33,501	35,825
SBC COMMUNICATIONS NOTES 5 10% SEP 15 2014 DTD 11/3/2004	45,000	48,343	48,405
WELLS FARGO AND COMPANY MEDIUM TERM NOTE 3 3/4% OCT 01 2014 DTD 10/01/2009	34,000	34,119	33,900
CHESAPEAKE ENERGY CORP SR NOTES 9 1/2% FEB 15 2015 DTD 02/02/2009	37,000	37,142	40,608
FREEPORT-MCMORAN C & G 8 1/4% APR 1 2015 DTD 3/19/2007	33,000	31,928	35,970
ECHOSTAR DBS CORP 7 1/8% FEB 1 2016 DTD 8/01/2006	34,000	34,595	34,723
DIRECTV HOLDINGS/FING 7 5/8% MAY 15 2016 DTD 05/14/2008	24,000	23,760	26,220
HCA INC 9 1/4% NOV 15 2016 DTD 05/15/2007	29,000	28,565	31,139
TOTALS - CORPORATE BONDS	322,922	824,623	840,004
INVESTMENTS - OTHER (LINE 13)			
POWERSHARES DB AGRICULTURE FUND (PTP)	1,040	27,498	27,498
POWERSHARES DB BASE METALS CL F (PTP)	2,213	49,793	49,793
POWERSHARES DB COMMODITY INDEX TRACKING FUND (PTP)	2,469	60,787	60,787
POWERSHARES DB PRECIOUS METALS FUND (PTP)	1,839	69,275	69,275
TOTALS - INVESTMENTS - OTHER	7,561	207,352	207,352

THE UNITED COMPANY CHARITABLE FOUNDATION

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PAGE 2, PART II BALANCE SHEET

Detail for JP Morgan Account Q63340006

DESCRIPTION	Quantity	End of Year	
		Book Value	FMV
INVESTMENTS - CORPORATE STOCK (LINE 10b)			
ABBOTT LABORATORIES	227	12,256	12,256
AFFILIATED MANAGERS GROUP INC	58	3,906	3,906
AMDOCS LTD	270	7,703	7,703
APPLE INC	58	12,222	12,222
BALL CORP	195	10,082	10,082
BEST BUY INC	199	7,853	7,853
BRISTOL MYERS SQUIBB CO	344	8,686	8,686
CHEVRON CORP	81	6,236	6,236
CIMAREX ENERGY CO	126	6,674	6,674
CISCO SYSTEMS INC	607	14,532	14,532
COCA COLA CO	188	10,716	10,716
COOPER INDUSTRIES PLC CL - A	309	13,176	13,176
CULLEN FROST BANKERS INC	115	5,750	5,750
CVS/CAREMARK CORPORATION	364	11,724	11,724
DARDEN RESTAURANTS INC	134	4,699	4,699
DAVITA INC	127	7,460	7,460
DOLLAR TREE INC	136	6,569	6,569
DOVER CORP	202	8,405	8,405
DREAMWORKS ANIMATION SKG-A	183	7,311	7,311
ESTERLINE TECHNOLOGIES CORP	221	9,010	9,010
EXPRESS SCRIPTS INC CL A	121	10,457	10,457
EXXON MOBIL CORP	186	12,683	12,683
FACTSET RESEARCH SYSTEMS INC	62	4,084	4,084
FISERV INC	151	7,320	7,320
FOREST OIL CORP	273	6,074	6,074
GAMESTOP CORP - CLASS A	288	6,319	6,319
GOLDMAN SACHS GROUP INC	37	6,247	6,247
H J HEINZ CO	258	11,032	11,032
HARRIS CORP DEL	184	8,749	8,749
HASBRO INC	257	8,239	8,239
HCC INSURANCE HOLDINGS INC	310	8,671	8,671
HENRY SCHEIN INC	128	6,733	6,733
HEWLETT-PACKARD CO	120	6,181	6,181
HORNBECK OFFSHORE SERVICES	184	4,284	4,284
I SHARES S&P LATIN AMERICAN 40 INDEX FUND	337	16,105	16,105
ILLINOIS TOOL WORKS INC	234	11,230	11,230
INTEL CORP	339	6,916	6,916
INTERNATIONAL BUSINESS MACHINES CORP	83	10,865	10,865
ISHARES DJ DOW JONES MEDICAL EQUIPMENT INDEX MED DEVICES	101	5,351	5,351
ISHARES MSCI ASIAN EX JAPAN	294	16,379	16,379
ISHARES MSCI CANADA INDEX FUND	1,100	28,963	28,963
ISHARES MSCI EMERGING MARKET INDEX	499	20,709	20,709

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Detail for JP Morgan Account Q63340006

DESCRIPTION	Quantity	End of Year	
		Book Value	FMV
ISHARES MSCI PACIFIC EX-JAPAN INDEX FUND	650	26,891	26,891
ISHARES MSCI SINGAPORE -INDEX FUND	1,344	15,443	15,443
ISHARES S&P GSTI SOFTWARE INDEX FUND	421	19,732	19,732
ISHARES S&P MIDCAP 400 INDEX FUND	110	7,965	7,965
ISHARES S&P SMALL CAP 600 INDEX FUND	543	29,713	29,713
J P MORGAN CHASE & CO	295	12,293	12,293
JACK IN THE BOX INC	245	4,819	4,819
JOHNSON & JOHNSON	64	4,122	4,122
L-3 COMMUNICATIONS HOLDINGS INC	81	7,043	7,043
LABORATORY CORP AMERICAN HOLDINGS	84	6,287	6,287
MANPOWER INC WISCONSIN	105	5,731	5,731
MARKET VECTORS AGRIBUSINESS	250	10,948	10,948
MERCK & CO INC	300	10,962	10,962
NASDAQ OMX GROUP INC	286	5,669	5,669
ONEOK INC	244	10,875	10,875
PENN NATIONAL GAMING INC	243	6,607	6,607
PFIZER INC	385	7,003	7,003
PHILIP MORRIS INTERNATIONAL	131	6,313	6,313
POLYCOM INC	171	4,270	4,270
POWERSHARES DIVIDEND ACHIEVERS PORTFOLIO	1,228	15,313	15,313
POWERSHARES INTERNATIONAL DIVIDEND ACHIEVERS PORTFOLIO	1,150	16,066	16,066
POWERSHARES QQQ	726	33,215	33,215
PRAXAIR INC	64	5,140	5,140
PROGRESSIVE CORP OHIO	508	9,139	9,139
PSS WORLD MEDICAL INC	307	6,938	6,938
SENSIENT TECHNOLOGIES CORP	211	5,549	5,549
SPDR SERIES TRUST S&P RETAIL ETF	203	7,227	7,227
SPRINT NEXTEL CORP	1,137	4,161	4,161
SUPERIOR ENERGY SERVICES INC	262	6,364	6,364
THE DIRECTV GROUP HOLDINGS CLASS A	261	8,704	8,704
TRANSOCEAN INC	61	5,051	5,051
UNITED TECHNOLOGIES CORP	173	12,008	12,008
VALLEY NATIONAL BANCORP	514	7,263	7,263
VANGUARD DIVIDEND APPRECIATION INDEX FUND	1,242	58,200	58,200
VANGUARD EMERGING MARKET ETF	2,547	104,427	104,427
VANGUARD EUROPE PACIFIC ETF	4,190	143,298	143,298
VANGUARD EUROPEAN ETF	612	29,670	29,670
VANGUARD FTSE ALL WORLD EX-US SMALL CAP ETF	420	34,322	34,322
VANGUARD INDEX TRUST SMALL-CAP GROWTH VIPERS	221	13,231	13,231
VANGUARD INFORMATION TECHNOLOGY INDEX VIPERS	236	12,949	12,949
WESCO INTERNATIONAL INC	184	4,970	4,970
XTO ENERGY CORP	145	6,747	6,747
ZEBRA TECHNOLOGIES CORP CL A	221	6,265	6,265

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Detail for JP Morgan Account Q63340006

DESCRIPTION	Quantity	End of Year	
		Book Value	FMV
HIGHWOODS PROPERTIES INC	209	6,970	6,970
ISHARES DOW JONES U S REAL ESTATE INDEX FUND	252	11,572	11,572
WEINGARTEN REALTY INVESTORS S/B/I	220	4,354	4,354
TOTALS - CORPORATE STOCK	33,146	1,180,357	1,180,357
INVESTMENTS - CORPORATE BONDS (LINE 10c)			
ALTRIA GROUP INC 8 1/2% NOV 10 2013 DTD 11/10/2008	12,000	12,856	13,868
CHESAPEAKE ENERGY CORP SR NOTES 9 1/2% FEB 15 2015 DTD 02/02/2009	13,000	13,121	14,268
DIRECTV HOLDINGS/FING 7 5/8% MAY 15 2016 DTD 05/14/2008	11,000	10,890	12,018
FREEPORT-MCMORAN C & G 8 1/4% APR 1 2015 DTD 3/19/2007	15,000	14,513	16,350
HCA INC 9 1/4% NOV 15 2016 DTD 05/15/2007	13,000	12,805	13,959
MORGAN STANLEY NOTES 5 30% MAR 1 2013 DTD 2/26/2003	13,000	13,541	13,702
POWERSHARES EMERGING MARKETS SOVEREIGN DEBT PORTFOLIO	714	18,228	18,228
SPDR SERIES TRUST LEHMAN YLD ETF	793	30,776	30,776
SPDR BARCLAYS CAPITAL CONVERTIBLE BOND ETF	423	15,985	15,985
TOTALS - CORPORATE BONDS	78,930	142,715	149,153
INVESTMENTS - OTHER (LINE 13)			
POWERSHARES DB AGRICULTURE FUND (PTP)	816	21,575	21,575
POWERSHARES DB BASE METALS CL F (PTP)	1,238	27,855	27,855
POWERSHARES DB COMMODITY INDEX TRACKING FUND (PTP)	2,737	67,385	67,385
POWERSHARES DB PRECIOUS METALS FUND (PTP)	999	37,632	37,632
TOTALS - INVESTMENTS - OTHER	5,790	154,447	154,447

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Detail for JP Morgan Account Q63356002

DESCRIPTION	Quantity	End of Year	
		Book Value	FMV
INVESTMENTS - CORPORATE STOCK (LINE 10b)			
ABBOTT LABORATORIES	254	13,713	13,713
AFFILIATED MANAGERS GROUP INC	77	5,186	5,186
AMDOCS LTD	351	10,014	10,014
APPLE INC	65	13,698	13,698
BALL CORP	244	12,615	12,615
BEST BUY INC	268	10,575	10,575
BRISTOL MYERS SQUIBB CO	382	9,646	9,646
CHEVRON CORP	97	7,468	7,468
CIMAREX ENERGY CO	153	8,104	8,104
CISCO SYSTEMS INC	693	16,590	16,590
COCA COLA CO	227	12,939	12,939
COOPER INDUSTRIES PLC CL - A	347	14,796	14,796
CULLEN FROST BANKERS INC	139	6,950	6,950
CVS/CAREMARK CORPORATION	408	13,142	13,142
DARDEN RESTAURANTS INC	162	5,681	5,681
DAVITA INC	185	10,867	10,867
DOLLAR TREE INC	185	8,936	8,936
DOVER CORP	237	9,862	9,862
DREAMWORKS ANIMATION SKG-A	250	9,988	9,988
ESTERLINE TECHNOLOGIES CORP	302	12,313	12,313
EXPRESS SCRIPTS INC CL A	148	12,790	12,790
EXXON MOBIL CORP	255	17,388	17,388
FACTSET RESEARCH SYSTEMS INC	78	5,138	5,138
FISERV INC	226	10,956	10,956
FOREST OIL CORP	310	6,898	6,898
GAMESTOP CORP - CLASS A	387	8,491	8,491
GOLDMAN SACHS GROUP INC	42	7,091	7,091
H J HEINZ CO	309	13,213	13,213
HARRIS CORP DEL	236	11,222	11,222
HASBRO INC	347	11,125	11,125
HCC INSURANCE HOLDINGS INC	460	12,866	12,866
HENRY SCHEIN INC	179	9,415	9,415
HEWLETT-PACKARD CO	137	7,057	7,057
HORNBECK OFFSHORE SERVICES	281	6,542	6,542
I SHARES S&P LATIN AMERICAN 40 INDEX FUND	368	17,587	17,587
ISHARES S&P SMALL CAP 600 INDEX FUND	208	11,382	11,382
ILLINOIS TOOL WORKS INC	260	12,477	12,477
INTEL CORP	382	7,793	7,793
INTERNATIONAL BUSINESS MACHINES CORP	106	13,875	13,875
ISHARES DJ DOW JONES MEDICAL EQUIPMENT INDEX MED DEV	114	6,040	6,040
ISHARES MORNINGSTAR MID GRWTH INDX CL I	73	5,519	5,519
ISHARES MSCI ASIAN EX JAPAN	277	15,432	15,432

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Detail for JP Morgan Account Q63356002

DESCRIPTION	Quantity	End of Year	
		Book Value	FMV
ISHARES MSCI CANADA INDEX FUND	1,057	27,831	27,831
ISHARES MSCI EAFE INDEX FUND	901	49,807	49,807
ISHARES MSCI EMERGING MARKET INDEX	494	20,501	20,501
ISHARES MSCI PACIFIC EX-JAPAN INDEX FUND	635	26,270	26,270
ISHARES MSCI SINGAPORE -INDEX FUND	1,280	14,707	14,707
ISHARES S&P GSTI SOFTWARE INDEX FUND	473	22,170	22,170
J P MORGAN CHASE & CO	331	13,793	13,793
JACK IN THE BOX INC	307	6,039	6,039
JOHNSON & JOHNSON	73	4,702	4,702
L-3 COMMUNICATIONS HOLDINGS INC	113	9,825	9,825
LABORATORY CORP AMERICAN HOLDINGS	115	8,607	8,607
MANPOWER INC WISCONSIN	132	7,205	7,205
MARKET VECTORS AGRIBUSINESS	172	7,532	7,532
MERCK & CO INC	338	12,351	12,351
NASDAQ OMX GROUP INC	364	7,214	7,214
ONEOK INC	283	12,613	12,613
PENN NATIONAL GAMING INC	283	7,695	7,695
PFIZER INC	375	6,821	6,821
PHILIP MORRIS INTERNATIONAL	163	7,855	7,855
POLYCOM INC	210	5,244	5,244
POWERSHARES INTERNATIONAL DIVIDEND ACHIEVERS PORTFOLIO	1,076	15,032	15,032
POWERSHARES QQQ	349	15,967	15,967
PRAXAIR INC	72	5,782	5,782
PROGRESSIVE CORP OHIO	566	10,182	10,182
PSS WORLD MEDICAL INC	419	9,469	9,469
SENSIENT TECHNOLOGIES CORP	259	6,812	6,812
SPDR SERIES TRUST S&P RETAIL ETF	225	8,010	8,010
SPRINT NEXTEL CORP	1,327	4,857	4,857
SUPERIOR ENERGY SERVICES INC	335	8,137	8,137
THE DIRECTV GROUP HOLDINGS CLASS A	294	9,805	9,805
TRANSOCEAN INC	68	5,630	5,630
UNITED TECHNOLOGIES CORP	213	14,784	14,784
VALLEY NATIONAL BANCORP	709	10,018	10,018
VANGUARD DIVIDEND APPRECIATION INDEX FUND	782	36,645	36,645
VANGUARD EMERGING MARKET ETF	3,368	138,088	138,088
VANGUARD EUROPE PACIFIC ETF	4,698	160,672	160,672
VANGUARD EUROPEAN ETF	281	13,623	13,623
VANGUARD FTSE ALL WORLD EX-US SMALL CAP ETF	398	32,525	32,525
VANGUARD INFORMATION TECHNOLOGY INDEX VIPS	269	14,760	14,760
WESCO INTERNATIONAL INC	252	6,807	6,807
XTO ENERGY CORP	160	7,445	7,445
ZEBRA TECHNOLOGIES CORP CLASS A	298	8,448	8,448
HIGHWOODS PROPERTIES INC	295	9,838	9,838

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Detail for JP Morgan Account Q63356002

DESCRIPTION	Quantity	End of Year	
		Book Value	FMV
ISHARES DOW JONES U S REAL ESTATE INDEX FUND	283	12,995	12,995
WEINGARTEN REALTY INVESTORS S/B/I	301	5,957	5,957
TOTALS - CORPORATE STOCK	35,605	1,294,446	1,294,446
INVESTMENTS - OTHER (LINE 13)			
POWERSHARES DB AGRICULTURE FUND (PTP)	778	20,570	20,570
POWERSHARES DB BASE METALS CL F (PTP)	1,119	25,178	25,178
POWERSHARES DB COMMODITY INDEX TRACKING FUND (PTP)	2,887	71,078	71,078
POWERSHARES DB PRECIOUS METALS FUND (PTP)	890	33,526	33,526
	5,674	150,352	150,352

The United Company Charitable Foundation Scholarship Guidelines

The goal of The United Company Charitable Foundation (the "Foundation") scholarship program is to further higher education by increasing the number of able college graduates.

Students graduating from Mountain Mission School ("MMS") who intend to pursue an undergraduate degree are invited to apply for funds to help cover the cost of tuition, fees, room & board, books and supplies.

This scholarship is intended to supplement, not replace, the financial aid that a student may receive through federal sources or their college or university. Once a student has documented the total cost of attending the school of his or her choice for the current year, he or she must subtract the amount of financial aid received from all other sources including scholarships, financial aid and grants. The student can then request the remaining amount from the Foundation.

Guidelines for scholarship recipients are as follows:

- Applicants must have previously applied to, and received an official notification of acceptance from, an accredited university or college in the United States. Students must be enrolled in such university or college full-time with a minimum of 12 credit hours per semester. Documentation of such is required.
- Applicants must have previously submitted a complete Free Application for Federal Student Aid (FAFSA) to their chosen school. Completing the FAFSA is a critical step in the process in determining the amount of financial aid a student is to receive from other sources.
- Applicants must complete the attached application for The United Company Charitable Foundation Scholarship and return it by the deadline stated below.
- Only one grant per student per academic year will be given, to be payable per semester, provided guidelines are met.
- Eligible for 4 years after graduation from MMS. Special approval is required for a fifth year grant.
- Should have at least a **3.0** GPA from MMS (on a 4.0 scale) and maintain at least a **2.5** college GPA (on a 4.0 scale) to receive scholarship aid. Official transcript required.
- Must investigate all other sources of scholarships and grants available through school, local, state and federal government agencies before

submitting an application. Documentation of all federal and institutional aid must be included with application.

- Must demonstrate financial need and submit parents' tax return or other documentation.
- Tuition, room & board and money for books and supplies will be paid directly to the college. Under no circumstances will any money be paid directly to a student. Room & board will be paid only if the student is living on campus.
- If the student is no longer enrolled, any refunds must be sent to The United Company Charitable Foundation rather than the student.
- The United Company Charitable Foundation does not make loans to students.
- It is the responsibility of the student to follow up on all scholarship matters. Please ensure that you have the most up-to-date scholarship guidelines and application. Students must reapply for a scholarship each year.
- Recipients are expected to conduct themselves at college under the same standards as Camp Success and Mountain Mission School to remain in good standing, and are expected to maintain regular contact with MMS during their college tenure. **Scholarships will not be given to students on academic probation.**
- Requests for renewal must include an updated application form, notification of financial aid and official documentation of all charges and grade point average from the applicant's school.
- Scholarship funds are to be used only during the academic year in which they are awarded and only for the purposes of satisfying tuition, fees, room & board fees, and fees for books and supplies. Unused scholarship funds may not be applied toward other needs or future academic years. In the event that excess funds remain, these must be returned to The United Company Charitable Foundation for the benefit of other students.
- The number and amount of individual scholarships awarded may vary at the sole discretion of The United Company Charitable Foundation.

DEADLINE FOR APPLICATIONS:

- **July 1 for Fall semester**
- **November 1 for Spring semester**

Please allow 3-4 weeks for processing.

The United Company Charitable Foundation Scholarship Application

Deadlines: **July 1** for Fall semester & **November 1** for Spring semester
Allow 3-4 weeks for processing. Please type or print application **legibly**.

☐ First-time request ☐ Renewal

Full Name _____ Date _____
(including other names used at MMS)

Gender ☐ Male ☐ Female Date of Birth _____

Permanent Address _____

College Address _____
(if known) _____

Phone Number _____ Email Address _____

Social Security Number _____

Year Graduated from MMS _____

Camp Success participation year(s) _____

School Attending _____

Field of Study _____

Address of School _____

School Contact Name _____

School Phone Number _____

Date Entered _____ Date Graduating _____

GPA (college) _____

GPA (MMS) _____

Previous college(s) and years attended

Amount of money requested _____ Date needed _____
This amount is for: _____ entire academic year OR _____ Fall semester _____ Spring semester
Reason for requesting money _____

Type and amount of other financial aid and/or scholarships received:

Work Experience _____

Extra Curricular Activities _____

Honors and Awards _____

Other Scholarship Information _____

Please attach the following:

- Separate sheet(s) if necessary.
- High school or college transcript.
- Official invoice from your school showing all fees as well as proof of enrollment.

I have read and understand the general requirements of The United Company Charitable Foundation Scholarship. The above information is true and correct to the best of my knowledge. I understand all information will be kept strictly confidential. I give permission for my academic scholarship to be released for review by The United Company Charitable Foundation Scholarship committee.

Applicant's Signature _____ Date _____

Please mail or fax application to (no e-mail applications will be accepted):

The United Company Charitable Foundation
Attention: Martha M. Gayle * 1005 Glenway Avenue * Bristol, Virginia 24201
Phone: (276) 645- 1458 * Fax: (276) 645-1420
e-mail: mmgayle@unitedco.net

Line 3a; Grants and Contributions Paid During the Year

- * Scholarship grant for student selected pursuant to Foundation's scholarship grant program. Student has no relation to disqualified persons of Foundation. Names and addresses of scholarship recipients are maintained in the Foundation records.
- ** Payment for school supplies (e.g. books) for student selected pursuant to Foundation's scholarship program. Student has no relation to disqualified persons of Foundation. Names and addresses of scholarship recipients are maintained in the Foundation records.
- *** Payment of rent/room & board for student selected pursuant to Foundation's scholarship program. Student has no relation to disqualified persons of Foundation. Names and addresses of scholarship recipients are maintained in the Foundation records.

Recipient name and address	Relationship	Foundation		Purpose of grant or contribution	Amount
		Status			
Bryan College Dayton, TN	N/A	Public	Education - tuition *		6,192
Bryan College Dayton, TN	N/A	Public	Education - books **		352
Central Piedmont Community College Charlotte, NC	N/A	Public	Education - tuition *		850
Central Piedmont Community College Charlotte, NC	N/A	Public	Education - books **		418
Concord College Athens, WV	N/A	Public	Education - tuition *		7,806
East Tennessee State University Johnson City, TN	N/A	Public	Education - tuition *		16,120
East Tennessee State University Johnson City, TN	N/A	Public	Education - books **		794
George Mason University Fairfax, VA	N/A	Public	Education - tuition *		55,207
George Mason University Fairfax, VA	N/A	Public	Education - books **		2,500
Georgia Perimeter College Decatur, GA	N/A	Public	Education - tuition *		1,762
James Madison University Harrisonburg, VA	N/A	Public	Education - tuition *		3,073
James Madison University Harrisonburg, VA	N/A	Public	Education - books **		500
J. Sargeant Reynolds Community College Richmond, VA	N/A	Public	Education - tuition *		805
King College Bristol, TN	N/A	Public	Education - tuition *		36,045
King College Bristol, TN	N/A	Public	Education - books **		997
King College Bristol, TN	N/A	Public	Education - meals ***		540
Lynchburg College Lynchburg, VA	N/A	Public	Education - tuition *		10,272
Lynchburg College Lynchburg, VA	N/A	Public	Education - books **		500
Milligan College Milligan College, TN	N/A	Public	Education - tuition *		27,536
Milligan College Milligan College, TN	N/A	Public	Education - books **		500
Montgomery College Takoma Park, MD	N/A	Public	Education - books **		500
Old Dominion University Norfolk, VA	N/A	Public	Education - tuition *		28,755
Old Dominion University Norfolk, VA	N/A	Public	Education - books **		1,902
Old Dominion University Norfolk, VA	N/A	Public	Education - room & board ***		1,797
Penn State University University Park, PA	N/A	Public	Education - tuition *		7,381
Quinnipiac University Hamden, CT	N/A	Public	Education - tuition *		29,145
Quinnipiac University Hamden, CT	N/A	Public	Education - books **		1,841
Sentara School of Health Professions Chesapeake, VA	N/A	Public	Education - tuition *		3,780
Sentara School of Health Professions Chesapeake, VA	N/A	Public	Education - books **		675
Temple University Philadelphia, PA	N/A	Public	Education - tuition *		32,095
University of Maryland College Park, MD	N/A	Public	Education - tuition *		28,669
University of Maryland College Park, MD	N/A	Public	Education - books **		500

Line 3a, Grants and Contributions Paid During the Year

- * Scholarship grant for student selected pursuant to Foundations's scholarship grant program Student has no relation to disqualified persons of Foundation Names and addresses of scholarship recipients are maintained in the Foundation records
- ** Payment for school supplies (e.g. books) for student selected pursuant to Foundation's scholarship program Student has no relation to disqualified persons of Foundation Names and addresses of scholarship recipients are maintained in the Foundation records
- *** Payment of rent/room & board for student selected pursuant to Foundation's scholarship program Student has no relation to disqualified persons of Foundation Names and addresses of scholarship recipients are maintained in the Foundation records

Recipient name and address	Relationship	Foundation		Purpose of grant or contribution	Amount
		Status			
University Book Center, Barnes & Noble (Univ of MD) College Park, MD	N/A	Public	Education - books **		631
The Courtyards at The University of Maryland College Park, MD	N/A	501(c)4	Education - rent ***		4,530
University of Maryland, Baltimore County Baltimore, MD	N/A	Public	Education - tuition *		22,444
University of Maryland, Baltimore County Baltimore, MD	N/A	Public	Education - books **		824
University of NC-Charlotte Charlotte, NC	N/A	Public	Education - tuition *		41,383
Gray's College Bookstore (associated with UNCC) Charlotte, NC	N/A	Public	Education - books **		259
University of Pennsylvania Philadelphia, PA	N/A	Public	Education - tuition *		56,880
University Studies Abroad Consortium Reno, NV	N/A	Public	Education - housing ***		1,524
Virginia Commonwealth University Richmond, VA	N/A	Public	Education - tuition *		44,968
Virginia Book Company (associated with VCU) Richmond, VA	N/A	Public	Education - books **		268
Barnes & Noble @ VCU Bookstore Richmond, VA	N/A	Public	Education - books **		622
Virginia Tech Blacksburg, VA	N/A	Public	Education - tuition *		19,758
Virginia Tech Blacksburg, VA	N/A	Public	Education - books **		500
American Cancer Society Johnson City, TN	N/A	Public	Support research, education, patient service, advocacy and rehab		6,000
American Diabetes Association Knoxville, TN	N/A	Public	Support Step Out Walk to Fight Diabetes at Bristol Motor Speedway		5,000
American Heart Association Johnson City, TN	N/A	Public	General support		500
Appalachian School of Law Grundy, VA	N/A	Public	Provide opportunity for law students		1,000
Barter Theatre Abingdon, VA	N/A	Public	General support		6,000
Big Brothers Big Sisters of Washington County Abingdon, VA	N/A	Public	General support		2,000
Blountville Emergency Response and Rescue Blountville, TN	N/A	Public	General support		1,000
Boy Scouts of America Johnson City, TN	N/A	Public	Promote value-driven program of youth development		26,250
Boys and Girls Club Bristol, VA	N/A	Public	Inspire disadvantaged youth to realize their full potential		31,700
Bristol Chamber Foundation Bristol, TN	N/A	Public	Fund Community Prayer Breakfast		375
Bristol Crisis Center Bristol, VA	N/A	Public	For sign erected outside Crisis Center		2,500
Bristol Emergency Food Pantry Bristol, VA	N/A	Public	General support		25,000
Bristol Faith in Action Bristol, VA	N/A	Public	General support		10,000
Bristol Family YMCA Bristol, TN	N/A	Public	General support		4,500
Bristol Life Saving Crew Bristol, VA	N/A	Public	General support		1,000
Bristol Morning Rotary Club Bristol, VA	N/A	Public	Support children's charities		6,400
Bristol Public Library Bristol, VA	N/A	Public	Corporate Co-Sponsorship for Discovery Series 2009		10,130
Bristol TN Fire Department Bristol, TN	N/A	Public	General support		1,000
Bristol TN Police Department Bristol, TN	N/A	Public	General support		1,000

Line 3a, Grants and Contributions Paid During the Year

- * Scholarship grant for student selected pursuant to Foundations's scholarship grant program Student has no relation to disqualified persons of Foundation Names and addresses of scholarship recipients are maintained in the Foundation records
- ** Payment for school supplies (e g books) for student selected pursuant to Foundation's scholarship program Student has no relation to disqualified persons of Foundation Names and addresses of scholarship recipients are maintained in the Foundation records
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Recipient name and address	Relationship	Foundation Status	Purpose of grant or contribution	Amount
Bristol Virginia Department of Social Services Bristol, VA	N/A	Public	General support	1,000
Bristol Virginia Fire Department Bristol, VA	N/A	Public	General support	1,000
Bristol Virginia Police Department Bristol, VA	N/A	Public	General support	1,000
Bristol YWCA Bristol, TN	N/A	Public	General support	25,000
Buchanan County Social Services Grundy, VA	N/A	Public	General support	1,000
Buchanan County YMCA Grundy, VA	N/A	Public	General support	36,405
Children's Advocacy Center of Sullivan County Blountville, TN	N/A	Public	General support	2,000
Children's Advocacy Center of Washington County Bristol, VA	N/A	Public	General support	3,000
Children's Museum of Naples Naples, FL	N/A	Public	Capital campaign	100,000
College of William & Mary Williamsburg, VA	N/A	Public	General support	5,000
Community School of Naples Naples, FL	N/A	Public	General support	5,000
COPE (Caring for Our People's Existence) Vansant, VA	N/A	Public	General support	25,000
Crossroads Medical Mission Bristol, VA	N/A	Public	Support mobile medical clinic for the underserved	50,000
Cumberland Mountain Community Services Cedar Bluff, VA	N/A	Public	General support	1,000
Fellowship of Christian Athletes Bristol, VA	N/A	Public	General support	1,000
First Tee of Monterey County Salinas, CA	N/A	Public	General support	20,000
HEAL Foundation Ponte Vedra Beach, FL	N/A	Public	Assist autistic children in the Greater Jacksonville area	25,000
Girl Scouts-Appalachian Council Johnson City, TN	N/A	Public	General support	5,000
Girls, Inc. Bristol, VA	N/A	Public	General support	5,000
Green Springs Volunteer Fire Department Abingdon, VA	N/A	Public	General support	1,000
Haven of Rest Rescue Mission Bristol, TN	N/A	Public	General support	20,000
Healing Hands Health Center Bristol, TN	N/A	Public	Help provide free medical care to working uninsured	55,000
Imagination Library for Washington Co. & Bristol, VA Bristol, VA	N/A	Public	General support	1,000
Janie Hammit Children's Home Bristol, VA	N/A	Public	General support	1,000
Junior Achievement Kingsport, TN	N/A	Public	Junior Achievement Business Hall of Fame	5,000
Lee Street Community Center Bristol, VA	N/A	Public	Support Community Center, Child Care Center, Living Word TV Outreach Ministry	25,000
Make-A-Wish Foundation Richmond, VA	N/A	Public	General support	3,500
March of Dimes Foundation Castlewood, VA	N/A	Public	Sponsorship of Signature Chef's Auction	5,000
Margaret B. Mitchell Spay/Neuter Clinic Bristol, VA	N/A	Public	General support	5,000
Mountain Mission School Inc. Grundy, VA	N/A	Public	Building Fund	1,500,000
Mountain States Foundation Johnson City, TN	N/A	Public	Fund construction of new Children's Hospital	100,000
Naples Children & Education Foundation Naples, FL	N/A	Public	Support Wine Festival to raise funds for children's charities in Collier County	33,891

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Recipient name and address	Relationship	Foundation		Purpose of grant or contribution	Amount
		Status			
One Life of Virginia Grundy, VA	N/A	Public	General support		1,000
Operation Smile Norfolk, VA	N/A	Public	General support		25,000
Paramount Center for the Arts Bristol, VA	N/A	Public	Performance sponsorships		17,500
Presbyterian Children's Home Wytheville, VA	N/A	Public	Help serve young people/families in crisis		20,000
Rapoca Children's Christmas Fund Bristol, VA	N/A	Public	General support		1,160
Rhythm & Roots Reunion Bristol, VA	N/A	Public	Sponsorship of Ricky Skaggs appearance		30,000
Rivers Way Outdoor Adventure Center Bluff City, TN	N/A	Public	General support		10,000
Salvation Army Bristol, TN	N/A	Public	General support		25,000
Santa Pal, Inc Bristol, VA	N/A	Public	General support		595
Southwestern VA Second Harvest Food Bank Abingdon, VA	N/A	Public	General support		25,000
Sullins Academy Bristol, VA	N/A	Public	Operating Fund		5,000
Susan G. Komen for the Cure Dallas, TX	N/A	Public	Rally for the Cure		2,000
The Health Wagon Cinchco, VA	N/A	Public	General support		5,000
Theatre Bristol Bristol, TN	N/A	Public	General support		2,500
United Way of Bristol Bristol, TN	N/A	Public	General support		7,060
UVA Scholarship Golf Tournament Charlottesville, VA	N/A	Public	Scholarship fund		425
Virginia Highlands Community College Abingdon, VA	N/A	Public	General support		2,000
Virginia Intermont College Bristol, VA	N/A	Public	General support		601,000
Virginia Museum of Fine Arts Richmond, VA	N/A	Public	Support Capital Campaign		200,000
Virginia Tech Foundation Blacksburg, VA	N/A	Public	Support athletic programs		400,000
William King Regional Arts Center Abingdon, VA	N/A	Public	General support and Mistletoe Market sponsorship		60,000
Total Line 3a					4,153,791