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

OMB No 1545-0052

2009

Department 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	Name of foundation RLPK FOUNDATION RETT		A Employer identification number 54-1612293
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 112 TEMPSFORD LANE		B Telephone number (see the instructions) (804) 228-0555
	City or town RICHMOND	State ZIP code VA 23226	C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 297,055.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 <input checked="" type="checkbox"/> if the foundn is not req to att Sch B			
3 Interest on savings and temporary cash investments	154.	154.	
4 Dividends and interest from securities	5,687.	5,520.	
5a Gross rents			
b Net rental income or (loss)			
6a Net gain/(loss) from sale of assets not on line 10			
b Gross sales price for all assets on line 6a			
7 Capital gain net income (from Part IV, line 2)		37.	
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	5,841.	5,711.	
13 Compensation of officers, directors, trustees, etc			
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees (attach schedule)			
b Accounting fees (attach sch) L-16b Stmt	750.	750.	
c Other prof fees (attach sch) L-16c Stmt	1,596.	1,596.	
17 Interest			
18 Taxes (attach schedule) (see instr) Federal Income Ta	52.		
19 Depreciation (attach sch) and depletion			
20 Other financial			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses (attach schedule) Virginia Corp Commission Fee	25.	25.	
24 Total operating and administrative expenses. Add lines 13 through 23	2,423.	2,371.	
25 Contributions, gifts, grants paid	13,275.		13,275.
26 Total expenses and disbursements. Add lines 24 and 25	15,698.	2,371.	13,275.
27 Subtract line 26 from line 12:			
a Excess of revenue over expenses and disbursements	-9,857.		
b Net investment income (if negative, enter -0-)		3,340.	
c Adjusted net income (if negative, enter -0-)			

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	40,968.	57,789.	57,789.
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)			
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis			
LIABILITIES	Less accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) L-13 Stmt	236,205.	209,527.	239,266.
	14 Land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	277,173.	267,316.	297,055.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
FUND ASSETS	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)			
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	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	277,173.	267,316.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
BALANCE SHEETS	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	277,173.	267,316.	
	31 Total liabilities and net assets/fund balances (see the instructions)	277,173.	267,316.	

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	277,173.
2 Enter amount from Part I, line 27a	2	-9,857.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	267,316.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	267,316.

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 CMG Short Term Bond		P	various	06/19/09
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 31,717.		31,680.	37.
b			
c			
d			
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 0.	0.	0.	37.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	37.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 </div>		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	16,593.	291,958.	0.056834
2007	16,434.	315,335.	0.052116
2006	9,147.	243,365.	0.037586
2005	11,353.	204,927.	0.055400
2004	6,990.	127,397.	0.054868

2 Total of line 1, column (d)	2	0.256804
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	0.051361
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	263,384.
5 Multiply line 4 by line 3	5	13,528.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	33.
7 Add lines 5 and 6	7	13,561.
8 Enter qualifying distributions from Part XII, line 4	8	13,275.

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 <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)			
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		1	67.
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	67.
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	67.
6 Credits/Payments			
a 2009 estimated tax pmnts and 2008 overpayment credited to 2009	6a		
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	
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	67.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	0.
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
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)? <i>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</i>		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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <u>VA - Virginia</u>		
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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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?	13	X	

Website address n/a

14 The books are in care of RETTA LEIGH KEIL Telephone no (804) 228-0555
 Located at 112 TEMPSFORD LANE, RICHMOND, VA ZIP + 4 23226

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
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?		
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	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?	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 <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)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <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?	<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	
4 a 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 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

X

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
RETTA LEIGH KEIL 112 TEMPSFORD LANE, RICHMOND VA 23226	PRES, SEC 2.00	0.	0.	0.
KIRK D KEIL c/o R KEIL 112 TEMPSFORD LANE, RICHMOND VA 23226	DIRECTOR 1.00	0.	0.	0.
DOUGLAS P KEIL c/o R KEIL 112 TEMPSFORD LANE, RICHMOND VA 23226	DIRECTOR 0.50	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
None		
	n/a	

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 THE RETTA LEIGH PEREL KEIL FOUNDATION DOES NOT DIRECTLY CARRY ON ANY CHARITABLE ACTIVITIES, BUT INSTEAD, MAKES GRANTS TO QUALIFIED PUBLIC CHARITIES	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None	0.
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	None

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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	216,478.
b Average of monthly cash balances	1b	50,917.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	267,395.
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	267,395.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	4,011.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	263,384.
6 Minimum investment return. Enter 5% of line 5	6	13,169.

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	13,169.
2a Tax on investment income for 2009 from Part VI, line 5	2a	67.
b Income tax for 2009 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	67.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	13,102.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	13,102.
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	13,102.

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	13,275.
b Program-related investments — total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	13,275.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	13,275.

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

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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				13,102.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2009				
a From 2004	0.			
b From 2005	0.			
c From 2006	0.			
d From 2007	0.			
e From 2008	2,099.			
f Total of lines 3a through e	2,099.			
4 Qualifying distributions for 2009 from Part XII, line 4. \blacktriangleright \$ 13,275.				
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				11,003.
e Remaining amount distributed out of corpus	2,272.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	2,099.			2,099.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,272.			
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)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	2,272.			
10 Analysis of line 9				
a Excess from 2005	0.			
b Excess from 2006	0.			
c Excess from 2007	0.			
d Excess from 2008	0.			
e Excess from 2009	2,272.			

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

- | | | | | | |
|---|----------|---------------|----------|----------|-----------|
| 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶ | | | | | |
| b Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5) | | | | | |
| 2 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 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

- 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				
Sea Education Association P.O. Box 6 Falmouth MA 02543		non-profit	Academic Programs in Ocean Science	500.
Wells College 170 Main Street Aurora NY 13026		non-profit	College Educational Opportunities for Students	25.
Va Beach Volunteer Fire Dept Municipal Center Bldg 21 Virginia Beach VA 23456		non-profit	Fire Protection Rescue Squad	25.
Amelia Volunteer Fire Dept P.O. Box 307 Amelia VA 23002		non-profit	Fire Protection For the Community	25.
Powhatan Volunteer Fire Dept 3872 Old Buckingham Rd Powhatan VA 23139		non-profit	Fire Protection For the Community	25.
World Wildlife Fund 1250 24th St NW, Washington, Washington DC 20037		non-profit	Wildlife Conservation of Animal Habitats	1,000.
North Tahoe Hebrew Congregation 7000 LaTone Ave. Tahoe Vista CA 96148		non-profit	Religious Services Community Programs	960.
Visual Arts Center 1812 W Main St. Richmond VA 23220		non-profit	Art Exhibitions Instructional Classes	250.
Virginia Museum of Fine Arts 200 N. Boulevard Richmond VA 23220		non-profit	Art Musuem Classes/Programs	35.
See Line 3a statement				10,430.
Total			3a	13,275.
b Approved for future payment				
Total			3b	

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Congregation Beth Ahabah 111 West Franklin Street Richmond VA 23220		non-proft	Religious Services Religious Education Youth Group Programs	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,375.
St. Stephens Church 6000 Grove Ave. Richmond VA 23226		non-proft	Religious/Community Services	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 300.
William Byrd Community House 224 South Cherry St Richmond VA 23220		non-proft	Childhood/School Prog Emergency Assistance Outreach Programs	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.
Jewish Family Services 6718 Patterson Ave Richmond VA 23226		non-proft	Home Health Care Counseling Services Social Service Agency	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 575.
Princeton University P.O. Box 5357 Princeton NJ 08543		non-proft	Educational Programs	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 300.
Wildlife Conservation Society 2300 Southern Blvd. Bronx NY 10460		non-proft	Wildlife and Wild Lands Conservation Programs/Education	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
The Nature Conservancy 4245 N. Fairfax Drive Arlington VA 23219		non-proft	Nature Conservation Programs/Education	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
Bear League P.O. Box 393 Homewood CA 96141		non-proft	Educational Services about bears, habitats Aversion Specialists	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 250.
Truckee Donner Land Trust 10069 West River Street Truckee CA 96161		non-proft	Preserving/Protecting Recreational, Scenic Historic Open Spaces	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 250.
Beth Sholom 1600 John Rolf Parkway Richmond VA 23233		non-proft	Nursing/Rehabilitation Services for the Elderly	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 75.
Contemporary Art Center 2200 Parks Ave Virginia Beach VA 23451		non-proft	Community Arts Programs/Classes Exhibits	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 30.
Temple Emanuel 424 25th Street Virginia Beach VA 23451		non-proft	Religious Services Community Outreach	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 100.
Equi-Kids P.O. Box 4095 Virginia Beach VA 23456		non-proft	Therapeutic Horseback Riding Programs for Disabled Children	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 750.
Spectrum Puppets 633 10th Street Suite 104 Virginia Beach VA 23451		non-proft	Community Classes/ Entertainment/Shows	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 100.
Collegiate School North Mooreland Rd Richmond VA 23229		non-proft	K-12 Educational School/Instruction	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 300.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
<u>Circle of Tapawingo</u>			<u>Outdoors/Educational</u>	Person or <input type="checkbox"/>
<u>Keyes Pond</u>			<u>Programs and Services</u>	Business <input checked="" type="checkbox"/>
<u>Sweeden ME 04040</u>		non-profi	<u>for Underserved Children</u>	1,000.
<u>The League to Save Lake Tahoe</u>			<u>Preserving the beauty</u>	Person or <input type="checkbox"/>
<u>955 Emerald Bay Road</u>			<u>and environmental balanc</u>	Business <input checked="" type="checkbox"/>
<u>South Lake Tahoe CA 96150</u>		non-profi	<u>recreation of Tahoe Basin</u>	250.
<u>Environmental Defense Fund</u>			<u>Environmental Agency</u>	Person or <input type="checkbox"/>
<u>1875 Connecticut Ave. NW</u>				Business <input checked="" type="checkbox"/>
<u>Washington DC 20009</u>		non-profi		300.
<u>Center for Biological Diversity</u>			<u>Wildlife Conservation</u>	Person or <input type="checkbox"/>
<u>P.O. Box 710</u>			<u>Support of Animal Divers</u>	Business <input checked="" type="checkbox"/>
<u>Tucson AZ 85702</u>		non-profi		250.
<u>Defenders of Wildlife</u>			<u>Wildlife Conservation</u>	Person or <input type="checkbox"/>
<u>1130 17th Street NW</u>			<u>Protection of Native</u>	Business <input checked="" type="checkbox"/>
<u>Washington DC 20036</u>		non-profi	<u>Plants and Animals</u>	200.
<u>West End Volunteer Rescue Squad</u>			<u>Fire Protection</u>	Person or <input type="checkbox"/>
<u>P.O. Box 11144</u>			<u>Rescue Squad</u>	Business <input checked="" type="checkbox"/>
<u>Richmond VA 23230</u>		non-profi		25.
<u>Jewish Community Federation of Richmond</u>			<u>Social Service Agency</u>	Person or <input type="checkbox"/>
<u>5403 Monument Ave</u>			<u>Religious Com. Support</u>	Business <input checked="" type="checkbox"/>
<u>Richmond VA 23226</u>		non-profi		500.

Total

10,430.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
<u>Lucinda Scott</u>	<u>Tax/Acct Service</u>	<u>750.</u>			

Total

750.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
<u>Bank of America</u>	<u>Acct/Mgt Services</u>	<u>1,596.</u>			

Form 990-PF, Page 1, Part I

Continued

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Total		<u>1,596.</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
COLUMBIA TOTAL RETURN BOND FUND	49,915.	50,722.
COLUMBIA DIVIDEND INCOME FUND	28,675.	29,807.
COLUMBIA MARSICO GROWTH FUND	22,310.	24,278.
COLUMBIA MARSICO INTERNATIONAL OPPORTUNITIES FUND	13,366.	13,017.
COLUMBIA SMALL CAP VALUE FUND	14,048.	12,664.
ISHARES RUSSELL 1000 GROWTH INDEX FUND	7,693.	7,477.
COLUMBIA LARGE CAP GROWTH FUND	19,175.	26,490.
COLUMBIA MID CAP VALUE FUND	7,050.	8,877.
COLUMBIA MID CAP GROWTH FUND	7,000.	9,675.
COLUMBIA VALUE RESTRUCT FUND	25,002.	36,179.
HARBOR INTERNATIONAL FUND	10,293.	14,703.
ARTIO GLOBAL HIGH INC FD	5,000.	5,377.
Total	<u>209,527.</u>	<u>239,266.</u>