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

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	THE JOTOM FOUNDATION 200 NORTH MAIN STREET SUFFOLK, VA 23434	A Employer identification number 54-2014304 B Telephone number (see the instructions) 757-255-0846 C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
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		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 1,313,212.		J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)

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	2.	2.	2.	
4 Dividends and interest from securities	34,236.	34,236.	34,236.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-42,620.			
b Gross sales price for all assets on line 6a	794,210.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain			24,707.	
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) See Statement 1	318.	318.	318.	
12 Total. Add lines 1 through 11	-8,064.	34,556.	59,263.	
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) See St 2	165.			
b Accounting fees (attach sch) See St 3	1,525.			
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instr)				
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 4	14,348.	14,323.	14,323.	
24 Total operating and administrative expenses. Add lines 13 through 23	16,038.	14,323.	14,323.	
25 Contributions, gifts, grants paid Part XV	52,262.			52,262.
26 Total expenses and disbursements. Add lines 24 and 25	68,300.	14,323.	14,323.	52,262.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-76,364.			
b Net investment income (if negative, enter 0)		20,233.		
c Adjusted net income (if negative, enter 0)			44,940.	

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ADMINISTRATIVE AND OPERATING EXPENSES

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	68,917.	96,193.	96,193.
	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)	519,417.	648,963.	648,963.
	c Investments – corporate bonds (attach schedule)	594,281.	568,056.	568,056.
	11 Investments – land, buildings, and equipment, basis			
Less accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe _____)				
16 Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)	1,182,615.	1,313,212.	1,313,212.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe _____)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
FUNDS ASSETS OR RESOURCES	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	1,182,615.	1,313,212.	
	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)	1,182,615.	1,313,212.		
31 Total liabilities and net assets/fund balances (see the instructions)	1,182,615.	1,313,212.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,182,615.
2 Enter amount from Part I, line 27a	2	-76,364.
3 Other increases not included in line 2 (itemize) ▶ See Statement 5	3	206,961.
4 Add lines 1, 2, and 3	4	1,313,212.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,313,212.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 6			
b			
c			
d			
e			

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

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

2 Capital gain net income or (net capital loss). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	-42,620.
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	24,707.

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.)

N/A

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			
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)	2	
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling 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	405.
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	405.
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	405.
6	Credits/Payments.		
a	2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	1,112.
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,112.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	707.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax 707. Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
b		X
<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>		
c		X
d		
e		
2		X
3		X
4 a		X
b		N/A
5		X
6		X
7	X	
8 a		
b	X	
9	X	
10		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	13	X	
14	The books are in care of ▶ <u>BOYCE, SPADY & MOORE PLC</u> Telephone no. ▶ <u>757-539-2953</u> Located at ▶ <u>1013 W. WASHINGTON ST. Suffolk VA</u> ZIP + 4 ▶ <u>23434</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year		N/A	<input type="checkbox"/> N/A

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶ 20__ , 20__ , 20__ , 20__		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see the instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20__ , 20__ , 20__ , 20__.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

Organizations relying on a current notice regarding disaster assistance check here ▶

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A Yes No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 7		0.	0.	0.

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

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

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

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

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

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 Cash donations to Boy Scouts of America	
-----	51,062.
2 Cash donations to WHRO, a public broadcasting station.	
-----	1,200.
3	

4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	

2	

All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3	▶ 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes.		
a	Average monthly fair market value of securities	1a	1,112,916.
b	Average of monthly cash balances	1b	73,525.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,186,441.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,186,441.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	17,797.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,168,644.
6	Minimum investment return. Enter 5% of line 5	6	58,432.

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

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	52,262.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	52,262.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	52,262.

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)

N/A

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				
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				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e				
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ _____				
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				
e Remaining amount distributed out of corpus				
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				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions				
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount — see instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				
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)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9.				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

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 checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
b 85% of line 2a	44,940.	40,367.	67,281.	50,821.	203,409.
c Qualifying distributions from Part XII, line 4 for each year listed	38,199.	34,312.	57,189.	43,198.	172,898.
d Amounts included in line 2c not used directly for active conduct of exempt activities					0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	52,262.	102,389.	77,484.	56,965.	289,100.
3 Complete 3a, b, or c for the alternative test relied upon.					
a 'Assets' alternative test - enter.					
(1) Value of all assets	1,313,212.	1,182,615.	1,585,254.	1,564,235.	5,645,316.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b 'Endowment' alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test - enter.					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

- 1 Information Regarding Foundation Managers:**
- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
None
- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
None
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d
- a The name, address, and telephone number of the person to whom applications should be addressed
See Statement 8
- b The form in which applications should be submitted and information and materials they should include
See Statement for Line 2a
- c Any submission deadlines.
See Statement for Line 2a
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.
See Statement for Line 2a

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i> COLONIAL VIRGINIA COUNCIL-BSA 11725 JEFFERSON AVENUE NEWPORT NEWS,, VA 23606</p>	NONE	501c3	Local Virginia council that promotes quality youth programs for males.	51,062.
<p>WHRO 5200 HAMPTON BOULEVARD NORFOLK,, VA 23508</p>	NONE	501C3	PROMOTION OF QUALITY PROGRAMING FOR PUBLIC TELEVISION VIEWERS.	1,200.
Total				52,262.
b Approved for future payment				
Total				

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
OTHER INVESTMENT INCOME			
Total	\$ 318.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PRETLOW & PRETLOW				
Total	\$ 165.	\$ 0.	\$ 0.	\$ 0.

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BOYCE, SPADY & MOORE PLC				
Total	\$ 1,525.	\$ 0.	\$ 0.	\$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ADMINISTRATION FEES ON INVESTMENTS	\$ 14,323.	\$ 14,323.	\$ 14,323.	
REGISTRATION FEE	25.			
Total	\$ 14,348.	\$ 14,323.	\$ 14,323.	\$ 0.

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Statement 5
Form 990-PF, Part III, Line 3
Other Increases

APPRECIATION OF INVESTMENTS

Total \$ 206,961.
\$ 206,961.

Statement 6
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	PIMCO FDS FOREIGN-L/T CG DIST	Purchased	Various	12/10/2009
2	PIMCO FDS FOREIGN-S/T CG DIST	Purchased	Various	12/10/2009
3	PIMCO COMMODITY-L/T CG DIST	Purchased	Various	12/10/2009
4	PIMCO FDS INV GD-L/T CG DIST	Purchased	Various	12/10/2009
5	PIMCO FDS INV GD-S/T CG DIST	Purchased	Various	12/10/2009
6	FORUM FDS ABSOLUTE-S/T CG DIST	Purchased	Various	12/11/2009
7	RIDGEWORTH FD-L/T CG DIST	Purchased	Various	12/14/2009
8	RIDGEWORTH FD-S/T CG DIST	Purchased	Various	12/14/2009
9	NET LONG TERM CAP LOSSES	Purchased	Various	Various
10	NET SHORT TERM CAP GAINS	Purchased	Various	Various

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	232.		0.	232.				\$ 232.
2	1,086.		0.	1,086.				1,086.
3	304.		0.	304.				304.
4	399.		0.	399.				399.
5	1,648.		0.	1,648.				1,648.
6	13.		0.	13.				13.
7	203.		0.	203.				203.
8	1,400.		0.	1,400.				1,400.
9	481,801.		550,266.	-68,465.				-68,465.
10	307,124.		286,564.	20,560.				20,560.
								Total \$ -42,620.

Statement 7
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/Other
WILLIAM T. SPENCE 1795 CHERRY GROVE ROAD SUFFOLK, VA 23432	Chairman 0	\$ 0.	\$ 0.	\$ 0.
LINDA J. SPENCE 1795 CHERRY GROVE ROAD SUFFOLK, VA 23432	Director 0	0.	0.	0.

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Statement 7 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
JENNIFER S. SPENCE 1795 CHERRY GROVE ROAD SUFFOLK, VA 23432	Director 0	\$ 0.	\$ 0.	\$ 0.
WILLIAM T. SPENCE, JR. 1795 CHERRY GROVE ROAD SUFFOLK, VA 23432	Director 0		0.	0.
JOSHUA PRETLOW, JR. 200 NORTH MAIN STREET SUFFOLK, VA 23434	Director 0		0.	0.
Total		\$ 0.	\$ 0.	\$ 0.

Statement 8
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: JOSHUA PRETLOW
Care Of: PRETLOW & PRETLOW
Street Address: 200 NORTH MAIN STREET
City, State, Zip Code: SUFFOLK, VA 23434
Telephone: 757-539-3488
Form and Content: WRITTEN REQUEST
Submission Deadlines: NONE
Restrictions on Awards: NONE



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Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
INCOME PORTFOLIO								
Short Term Investments								
<i>Short Term Investment Funds</i>								
RIDGEWORTH FD-PRIME QUALITY MMKT I SHS #500 CUSIP 76628T389	20,254.890	1.000	20,254.89	1.55	20,254.89	13	1.11	0.07
Total Short Term Investment Funds			\$20,254.89	1.55%	\$20,254.89	\$13	\$1.11	0.06%
Total Short Term Investments			\$20,254.89	1.55%	\$20,254.89	\$13	\$1.11	0.06%
Cash								
Cash			618.83		618.83	0	0.00	0.00
Total Cash			\$618.83		\$618.83	\$0	\$0.00	0.00%
Total Cash			\$618.83		\$618.83	\$0	\$0.00	0.00%
Total Income Portfolio			\$20,873.72	1.60%	\$20,873.72	\$13	\$1.11	0.06%
PRINCIPAL PORTFOLIO								
Short Term Investments								
<i>Short Term Investment Funds</i>								
RIDGEWORTH FD-PRIME QUALITY MMKT I SHS #500 CUSIP 76628T389	68,096.620	1.000	68,096.62	5.22	68,096.62	45	3.69	0.07
Total Short Term Investment Funds			\$68,096.62	5.22%	\$68,096.62	\$45	\$3.69	0.06%
Total Short Term Investments			\$68,096.62	5.22%	\$68,096.62	\$45	\$3.69	0.06%

Interest Bearing Deposits

88,910.34

Checking Account + 7,222.07

96,132.41

Total Interest bearing deposits



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ASSET DESCRIPTION	NO. OF SHARES PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
Bonds								
<i>Mutual Funds-Fixed Income</i>								
PIMCO FDS FOREIGN BD US\$ HEDGED FD INSTL CL CUSIP 693390882 BOND RATING N/A YIELD TO MATURITY 0.000	3,518 047	10 000	35,180 47	2 70	34,015 70	1,372	3 34	3 90
PIMCO FDS INVT GRADE CORP BD INSTL INVT GRADE CORP BD FD INSTL CL CUSIP 722005816 BOND RATING N/A YIELD TO MATURITY 0.000	5,972 994	10 930	65,284 82	5 00	60,183 00	3,703	10 83	5 67
RIDGEWORTH FD-SHORT TERM BD 1 SHS #516 CUSIP 76628T611 BOND RATING N/A YIELD TO MATURITY 0.000	9,174 531	9 850	90,369 13	6 92	88,637.30	2,963	221 18	3 28
RIDGEWORTH FD-SEIX FLTG RT HIGH INCM 1 SHS #203 CUSIP 76628T678 BOND RATING N/A YIELD TO MATURITY 0.000	7,055,486	8 640	60,959 40	4 67	59,949.73	3,428	311 96	5 63
RIDGEWORTH FD-INTERMEDIATE BD 1 SHS #850 CUSIP 76628T702 BOND RATING N/A YIELD TO MATURITY 0.000	30,293 340	10 440	316,262.47	24 23	301,593 54	11,511	718 64	3 64
Total Mutual Funds-Fixed Income			\$568,056.29	43.52%	\$544,379.27	\$22,979	\$1,265.95	4.04%
Total Bonds			\$568,056.29	43.52%	\$544,379.27	\$22,979	\$1,265.95	4.04%
Common Stocks								
<i>Energy</i>								
APACHE CORP COM Symbol APA CUSIP 037411105	58 000	103 170	5,983 86	0 46	2,021 59	34	0 00	0 58





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Common Stocks - continued								
CHEVRON CORP COM Symbol CVX CUSIP 166764100	105 000	76 990	8,083 95	0 62	3,801 20	285	0 00	3 53
DEVON ENERGY CORP NEW COM Symbol DVN CUSIP 25179M103	51 000	73 500	3,748 50	0 29	2,258 67	32	0 00	0 87
EXXON MOBIL CORP COM Symbol XOM CUSIP 30231G102	114 000	68 190	7,773 66	0 60	4,491 76	191	0 00	2 46
HALLIBURTON CO COM Symbol HAL CUSIP 406216101	131 000	30 090	3,941 79	0 30	2,430 10	47	0 00	1 20
OCCIDENTAL PETE CORP COM Symbol OXY CUSIP 674599105	69 000	81 350	5,613 15	0 43	3,739 66	91	22 77	1 62
SCHLUMBERGER LTD COM Symbol SLB CUSIP 806857108	49 000	65 090	3,189 41	0 24	1,936 94	41	10 29	1 29
TRANSOCEAN LTD CHF15 SHS Symbol RIG CUSIP H8817H100	40 000	82 800	3,312 00	0 25	2,375 43	0	0 00	0 00
Total Energy			\$41,646.32	3.19%	\$23,055.35	\$723	\$33.06	1.73%
Materials								
FREEPORT-MCMORAN COPPER & GOLD INC COM Symbol FCX CUSIP 35671D857	47 000	80 290	3,773 63	0 29	1,189 66	28	0 00	0 75
MONSANTO CO NEW COM Symbol MON CUSIP 61166W101	49 000	81 750	4,005 75	0 31	3,678 60	51	0 00	1 30



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Common Stocks - continued								
NUCOR CORP COM Symbol NUE CUSIP 670346105	97 000	46 650	4,525 05	0 35	4,243 39	139	34 92	3 09
PRAXAIR INC COM Symbol PX CUSIP 74005P104	43 000	80 310	3,453 33	0 26	1,614 22	68	0 00	1 99
Total Materials			\$15,757.76	1.21%	\$10,725.87	\$288	\$34.92	1.83%
Industrials								
ABB LTD SWITZERLAND SPONS ADR Symbol ABB CUSIP 000375204	198 000	19.100	3,781 80	0 29	2,498 16	0	0 00	0 00
EMERSON ELEC CO COM Symbol EMR CUSIP 291011104	83 000	42 600	3,535 80	0 27	2,591 78	111	0 00	3 15
FLUOR CORP COM NEW Symbol FLR CUSIP 343412102	70 000	45 040	3,152 80	0 24	3,091 93	35	8.75	1 11
GENERAL ELEC CO COM Symbol GE CUSIP 369604103	299 000	15 130	4,523 87	0 35	5,170 49	119	29 90	2 64
HUNT J B TRANS SVCS INC COM Symbol JBHT CUSIP 445658107	93 000	32 270	3,001 11	0 23	3,041 42	40	0 00	1 36
PARKER HANNIFIN CORP COM Symbol PH CUSIP 701094104	99 000	53 880	5,334 12	0 41	5,357 76	99	0 00	1 86
UNION PACIFIC CORP COM Symbol UNP CUSIP 907818108	76 000	63 900	4,856 40	0 37	3,568 18	82	20 52	1 69





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Common Stocks - continued								
UNITED PARCEL SVC INC CL B COM Symbol UPS CUSIP 911312106	56 000	57.370	3,212.72	0.25	2,556.61	100	0.00	3.14
UNITED TECHNOLOGIES CORP COM Symbol UTX CUSIP 913017109	77 000	69.410	5,344.57	0.41	3,709.99	118	0.00	2.22
Total Industrials			\$36,743.19	2.82%	\$31,586.32	\$707	\$59.17	1.92%
Consumer Discretionary								
COACH INC COM Symbol COH CUSIP 189754104	97 000	36.530	3,543.41	0.27	3,161.72	29	0.00	0.82
HOME DEPOT INC COM Symbol HD CUSIP 437076102	171 000	28.930	4,947.03	0.38	3,588.69	153	0.00	3.11
KOHL'S CORP COM Symbol KSS CUSIP 500255104	66 000	53.930	3,559.38	0.27	2,322.76	0	0.00	0.00
MCDONALD'S CORP COM Symbol MCD CUSIP 580135101	78 000	62.440	4,870.32	0.37	4,517.76	171	0.00	3.52
OMNICOM GROUP COM Symbol OMC CUSIP 681919106	79 000	39.150	3,092.85	0.24	3,112.85	47	0.00	1.53
TARGET CORP COM Symbol TGT CUSIP 87612E106	100 000	48.370	4,837.00	0.37	3,866.03	68	0.00	1.41



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Common Stocks - continued								
WALT DISNEY CO COM Symbol DIS CUSIP 254687106	170 000	32.250	5,482.50	0.42	4,166.90	59	59.50	1.08
Total Consumer Discretionary			\$30,332.49	2.32%	\$24,736.71	\$529	\$59.50	1.74%
Consumer Staples								
CVS CAREMARK CORP COM Symbol CVS CUSIP 126650100	140 000	32.210	4,509.40	0.35	3,748.68	42	0.00	0.95
PEPSICO INC COM Symbol PEP CUSIP 713448108	90 000	60.800	5,472.00	0.42	4,233.60	162	40.50	2.96
PHILIP MORRIS INTL COM Symbol PM CUSIP 718172109	118 000	48.190	5,686.42	0.44	5,026.28	273	36.54	4.81
PROCTER & GAMBLE CO COM Symbol PG CUSIP 742718109	74 000	60.630	4,486.62	0.34	2,851.11	130	0.00	2.90
WAL-MART STORES INC COM Symbol WMT CUSIP 931142103	73 000	53.450	3,901.85	0.30	3,404.90	79	19.89	2.04
Total Consumer Staples			\$24,056.29	1.85%	\$19,264.57	\$688	\$96.93	2.86%
Health Care								
ABBOTT LABS COM Symbol ABT CUSIP 002824100	104 000	53.990	5,614.96	0.43	5,687.76	166	0.00	2.96
AMGEN INC COM Symbol AMGN CUSIP 031162100	65,000	56.570	3,677.05	0.28	3,254.10	0	0.00	0.00





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Common Stocks - continued								
BAXTER INTL INC COM Symbol BAX CUSIP 071813109	48 000	58 680	2,816.64	0 22	2,793 60	55	13.92	1 98
EXPRESS SCRIPTS INC COM Symbol ESRX CUSIP 302182100	73 000	86.420	6,308 66	0 48	5,179 35	0	0.00	0.00
GILEAD SCIENCES INC COM Symbol GILD CUSIP 375558103	57 000	43 270	2,466 39	0 19	2,929 73	0	0.00	0.00
JOHNSON & JOHNSON COM Symbol JNJ CUSIP 478160104	119 000	64 410	7,664 79	0 59	4,251 57	233	0 00	3 04
MERCK & CO INC NEW COM Symbol MRK CUSIP 58933Y105	129 000	36.540	4,713 66	0 36	4,218 62	196	49 02	4 16
THERMO FISHER SCIENTIFIC INC COM Symbol TMO CUSIP 883556102	58 000	47 690	2,766.02	0 21	2,194 52	0	0 00	0 00
Total Health Care			\$36,028.17	2.76%	\$30,509.25	\$651	\$62.94	1.80%
Financials								
BANK OF AMERICA CORP COM Symbol BAC CUSIP 060505104	410 000	15 060	6,174.60	0 47	4,757 02	16	0.00	0 27
BANK OF NEW YORK MELLON CORP COM Symbol BK CUSIP 064058100	127 000	27 970	3,552 19	0 27	3,292 94	45	0 00	1 29
BERKLEY W R CORP COM Symbol WRB CUSIP 084423102	94 000	24.640	2,316 16	0 18	2,369 77	22	5 64	0 97



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Common Stocks - continued								
GOLDMAN SACHS GROUP INC COM Symbol GS CUSIP 38141G104	27.000	168.840	4,558.68	0.35	2,273.28	37	0.00	0.83
INVESCO LTD COM Symbol IVZ CUSIP G491BT108	146.000	23.490	3,429.54	0.26	3,168.58	59	0.00	1.74
JP MORGAN CHASE & CO COM Symbol JPM CUSIP 46625H100	207.000	41.670	8,625.69	0.66	6,936.69	41	0.00	0.48
MORGAN STANLEY COM NEW Symbol MS CUSIP 617446448	131.000	29.600	3,877.60	0.30	3,207.38	26	0.00	0.68
SCHWAB CHARLES CORP COM NEW Symbol SCHW CUSIP 808513105	187.000	18.820	3,519.34	0.27	2,952.34	44	0.00	1.27
TRAVELERS COS INC/THE COM Symbol TRV CUSIP 89417E109	70.000	49.860	3,490.20	0.27	2,982.51	92	0.00	2.65
WELLS FARGO & CO NEW COM Symbol WFC CUSIP 949746101	166.000	26.990	4,480.34	0.34	3,930.05	33	0.00	0.74
Total Financials			\$44,024.34	3.37%	\$35,870.56	\$420	\$5.64	0.95%
Information Technology								
APPLE INC COM Symbol AAPL CUSIP 037833100	32.000	210.732	6,743.42	0.52	6,040.96	0	0.00	0.00
CISCO SYS INC COM Symbol CSCO CUSIP 17275R102	311.000	23.940	7,445.34	0.57	5,555.05	0	0.00	0.00





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Common Stocks - continued								
EMC CORP MASS COM Symbol EMC CUSIP 268648102	237 000	17 470	4,140.39	0.32	2,617 84	0	0 00	0 00
GOOGLE INC CL A COM Symbol GOOG CUSIP 38259PF508	12 000	619 980	7,439 76	0 57	4,011 84	0	0 00	0 00
HARRIS CORP DEL COM Symbol HRS CUSIP 413875105	48 000	47 550	2,282.40	0 17	2,091 62	42	0 00	1 85
HEWLETT-PACKARD CO COM Symbol HPQ CUSIP 428236103	185 000	51 510	9,529 35	0 73	6,805.16	59	14 80	0 62
INTEL CORP COM Symbol INTC CUSIP 458140100	266 000	20 400	5,426 40	0 42	6,402 60	148	0 00	2 74
INTERNATIONAL BUSINESS MACHS CORP COM Symbol IBM CUSIP 459200101	56 000	130 900	7,330.40	0 56	5,429 72	123	0 00	1 68
MICROSOFT CORP COM Symbol MSFT CUSIP 594918104	227 000	30 480	6,918.96	0 53	5,731.24	118	0 00	1 71
ORACLE CORP COM Symbol ORCL CUSIP 68389X105	185 000	24 530	4,538.05	0 35	3,124 26	37	0 00	0 81
QUALCOMM CORP COM Symbol QCOM CUSIP 747525103	90 000	46 260	4,163.40	0 32	3,172 31	61	0 00	1 47
TEXAS INSTRS INC COM Symbol TXN CUSIP 882508104	125 000	26 060	3,257 50	0 25	3,697 61	60	0 00	1 84



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Common Stocks - continued								
VISA INC CL A COM Symbol V CUSIP 92826C839	39 000	87 460	3,410 94	0 26	2,586 94	19	0 00	0 57
Total Information Technology			\$72,626.31	5.57%	\$57,267.15	\$669	\$14.80	0.92%
Telecommunication Services								
AT & T INC COM Symbol T CUSIP 00206R102	112 000	28 030	3,139 36	0 24	2,850 40	188	0 00	5 99
VERIZON COMMUNICATIONS COM Symbol VZ CUSIP 92343V104	113 000	33 130	3,743 69	0 29	4,544.84	214	0 00	5 73
Total Telecommunication Services			\$6,883.05	0.53%	\$7,395.24	\$402	\$0.00	5.85%
Utilities								
EXELON CORP COM Symbol EXC CUSIP 30161N101	94 000	48 870	4,593 78	0 35	5,047 10	197	0 00	4 30
Total Utilities			\$4,593.78	0.35%	\$5,047.10	\$197	\$0.00	4.29%
Mutual Funds-Equity								
ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL Symbol GGUIX CUSIP 003020336	2,331 319	11 100	25,877 64	1 98	25,458 00	0	0 00	0 00
FORUM FDS ABSOLUTE STRATEGIES FD INSTL SHS Symbol ASFIX CUSIP 34984T600	3,650 844	10 450	38,151 32	2 92	38,311 55	452	0 00	1 19
JANUS INVT FD PERKINS SMALL CO VALUE FD I SHS Symbol JSCOX CUSIP 47103C183	1,906 490	20 960	39,960 03	3 06	38,187 00	0	0 00	0 00





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ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
Common Stocks - continued								
MANNING & NAPIER FD INC WORLD OPPORTUNITIES SER CL A Symbol EXWAX CUSIP 563821545	7,904 851	8 120	64,187 39	4.92	63,555.00	466	0.00	0.73
OPPENHEIMER DEVELOPING MKTS CL Y Symbol ODVYX CUSIP 683974505	935 956	28.430	26,609 23	2.04	25,458.00	164	0.00	0.62
PIMCO COMMODITY REALRETURN STRATEGY FD USA-INS Symbol PCRIX CUSIP 722005667	3,068 387	8 280	25,406 24	1.95	28,602 69	1,521	0.00	5.99
RIDGEWORTH FD-MIDCAP VAL EQUITY I SHS #412 Symbol SMVTX CUSIP 76628R615	2,595 882	9 950	25,829.03	1.98	20,495.50	324	0.00	1.26
RIDGEWORTH FD-INTL EQUITY INDEX I SHS #530 Symbol SIEIX CUSIP 76628R813	1,849 726	12.880	23,824 47	1.83	16,666 03	1,213	0.00	5.09
RIDGEWORTH FD-INTL 130/30 I SHS #242 Symbol SCEIX CUSIP 76628R870	1,834 014	6 530	11,976 11	0.92	14,837.17	447	0.00	3.74
SENTINEL FDS SMALL CO FD-I Symbol SIGWX CUSIP 81728B825	4,141 843	6 370	26,383 54	2.02	24,208.00	0	0.00	0.00
T ROWE PRICE REAL ESTATE FD SHS Symbol TRREX CUSIP 779919109	2,029 392	13 830	28,066 49	2.15	31,739.23	1,116	0.00	3.98
Total Mutual Funds-Equity			\$336,271.49	25.77%	\$327,518.17	\$5,707	\$0.00	1.69%
Total Common Stocks			\$648,963.19	49.74%	\$572,976.29	\$10,986	\$366.96	1.69%

Miscellaneous

Other Assets



Statement Period

December 1, 2009 - December 31, 2009

Account Number

7035769

Account Statement

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THE JOTOM FOUNDATION IMA

Portfolio Detail

ASSET DESCRIPTION	NO. OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
<i>Miscellaneous - continued</i>								
CLASS ACTION PENDING AOL/TIME WARNER ON RCPT OF FINAL PMT CUSIP: 997000JA3	1 000	0 000	0 00	0 00	1 00	0	0 00	0 00
CLASS ACTION PENDING FANNIE MAE ON RCPT OF FINAL PMT CUSIP: 997000SS4	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
CLASS ACTION PENDING MERRILL LYNCH / TYCO ON RCPT OF FINAL PMT CUSIP: 997000VV3	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
CLASS ACTION PENDING TYCO INTL ON RCPT OF FINAL PMT CUSIP: 997000VX9	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
CLASS ACTION PENDING COCA COLA CO (THE) ON RCPT OF FINAL PMT CUSIP: 997000ZY3	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
CLASS ACTION PENDING AMERICAN INTL GROUP ON RCPT OF FINAL PMT CUSIP: 997001FA5	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00

Total Other Assets			\$0.00	0.00%	\$1.00	\$0	\$0.00	0.00%
Total Miscellaneous			\$0.00	0.00%	\$1.00	\$0	\$0.00	0.00%
Total Principal Portfolio			\$1,285,116.10	98.40%	\$1,185,453.18	\$34,010	\$1,636.60	2.64%
Total Portfolio			\$1,305,989.82	100.00%	\$1,206,326.90	\$34,023	\$1,637.71	2.60%



Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print	Name of Exempt Organization THE JOTOM FOUNDATION	Employer identification number 54-2014304
	Number, street, and room or suite number. If a P O box, see instructions 200 NORTH MAIN STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SUFFOLK, VA 23434	

Check type of return to be filed (file a separate application for each return).

- | | | |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

• The books are in the care of ▶ BOYCE, SPADY & MOORE PLC -----

Telephone No. ▶ 757-539-2953 FAX No. ▶ -----

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 10, to file the exempt organization return for the organization named above.
The extension is for the organization's return for
▶ calendar year 2009 or
▶ tax year beginning _____, 20 _____, and ending _____, 20 _____.

2 If this tax year is for less than 12 months, check reason. Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$ 405.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$ 1,112.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	\$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.