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Form **990-PF**

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

OMB No	1545-0052
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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 cal	endar year 2009, or tax year beginning		, and ending		
G Che	eck all that apply Initial return Initial	tial Return of a former p	oublic charity	Fır	al return
	Amended return	Address	change Nan	ne change	
Use ti	he			A Employer identification nu	mber
IRS lat	mel Thomas L. Leiveslev, Jr.	Foundation		54-6471433	
Otherw	ise, c/o The Trust Co. of Vir	ginia, Trustee		B Telephone number (see the	instructions)
print or typ	1204 SOUCH DELIELSON SC.	Suite 200		540-343-1500	
See Spe	cific Roanoke, VA 24011			C If exemption application is	pending, check here
Instructi	ions.			D 1 Foreign organizations, che	
H C	heck type of organization. X Section 50	1(c)(3) exempt private t	foundation	2 Foreign organizations med	
Γ	Section 4947(a)(1) nonexempt charitable			here and attach computati	on 🕨
I Fa		counting method X C		E If private foundation statu	s was terminated
(fi	rom Part II, column (c), line 16)	Other (specify)		under section 507(b)(1)(A F If the foundation is in a 60	
⊳s	2,395,842. (Part I	, column (d) must be or	n cash basis)	under section 507(b)(1)(B	
Part I	Analysis of Revenue and	T T	l		<u> </u>
<u> </u>	Expenses (The total of amounts in	(a) Revenue and expenses per books	(b) Net investmer income	nt (c) Adjusted net income	(d) Disbursements for charitable
	columns (b), (c), and (d) may not neces-	expenses per books	meome	meeme	purposes
	sarily equal the amounts in column (a) (see the instructions))				(cash basis only)
	1 Contributions, gifts, grants, etc. received (att sch)	 			
	2 Ck X if the foundn is not req to att Sch B		· · · · · · · · · · · · · · · · · · ·		
	3 Interest on savings and temporary				
	cash investments	745.	74		<u> </u>
	4 Dividends and interest from securities	80,162.	80,16	2. 80,162.	
	5a Gross rents				
	b Net rental income or (loss)				
Ŗ	6a Net gain/(loss) from sale of assets not on line 10	-257,043.			
EV	b Gross sales price for all assets on line 6a 678,777.				<u> </u>
Ė	7 Capital gain net income (from Part IV, line 2)			0.	
N	8 Net short-term capital gain			0.	ļ <u></u>
Ĕ	9 Income modifications				
_	10 a Gross sales less returns and allowances			}	
	h Less Cost of				<u> </u>
	goods sold	 			
	c Gross profit/(loss) (att sch)	ļ ————————————————————————————————————			
	11 Other income (attach schedule)	2 071			
	See Statement 1 12 Total Add lines 1 through 11	2,971. -173,165.	80,90	7. 80,907.	
—	13 Compensation of officers, directors, trustees, etc.	$\begin{array}{c c} & -1/3, 165. \\ \hline & 21, 550. \end{array}$	21,55		
	14 Other employee salaries and wages	21,330.	21,33	``	
	15 Pension plans, employee benefits	<u> </u>			
	16a Legal fees (attach schedule)			RECEIV	En \
A D	b Accounting fees (attach sch) See St. 2.	1,950.		FOFCEIV	18
M	c Other prof fees (attach sch)	1,550.		1	18/
Ň	17 Interest		 	0. 5 MAY 21	2018 80
O I S	18 Taxes (attach schedulex) see instr.) See Stm 3.	2,910.	1,31	0. 15 MAY 3 1	1 1 -1
RR	19 Depreciation (attach	2, 510.		0. 8 """	1 13
7 7	sch) and depletion			I Lane	N, UI
N V	20 Occupancy			OGDE	
5 G E	21 Travel, conferences, and meetings				
NG AZD	22 Printing and publications				
	23 Other expenses (attach schedule)				
E N					
S E S	24 Total operating and administrative	26,410.	22,86	n	
s	expenses. Add lines 13 through 23 Contributions, gifts, grants paid Part XV	75,000.	22,00	· · · · · · · · · · · · · · · · · · ·	75,000
		/5,000.	<u> </u>		/3,000
!	26 Total expenses and disbursements. Add lines 24 and 25	101,410.	22,86	o. o.	75,000
SES	27 Subtract line 26 from line 12:			· · · · · · · · · · · · · · · · · · ·	,,,,,,,,
J	a Excess of revenue over expenses]			
ļ	and disbursements	-274,575 .			<u></u> _
	b Net investment income (if negative, enter -0-)		58,04		
	C Adjusted net income (if negative, enter -0)			80,907.	L

B		Balance Sheets Attached schedules and amounts in the descript column should be for end-of-year amounts only	ion Beginning of year	Ena c	or year
Part	11	Balance Sheets Attended scribed and amounts in the description of the column should be for end-of-year amounts only (See instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value
•	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	121,945.	76,443.	76,443.
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
	ľ	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)			لـــ م مـــ ·
A S		Less allowance for doubtful accounts ▶			
Š	8	Inventories for sale or use			
A S E T	9	Prepaid expenses and deferred charges			
Š	10:	a Investments — U S and state government obligations (attach schedule) Statement	4 307,712.	313,542.	304,906.
		b Investments — corporate stock (attach schedule) Statement	5 794,721.	737,085.	742,354.
	,	c Investments — corporate bonds (attach schedule) Statement	6 586,795.	542,527.	551,148.
	11	Investments — land, buildings, and equipment. basis —			
		Less. accumulated depreciation (attach schedule)			
	12	Investments – mortgage loans			
	13	Investments — other (attach schedule) Statement	7 885,376.	751,912.	720,956.
	14	Land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule)			
		Other assets (describe See Statement 8) 157.	35.	35.
	<u> </u>	Total assets (to be completed by all filers – see instructions Also, see page 1, item I)	2,696,706.	2,421,544.	2,395,842.
ŀ	17				
Α	18	Grants payable			
B	19	Deferred revenue			
Ļ	20	Loans from officers, directors, trustees, & other disqualified persons			,
÷	21	Mortgages and other notes payable (attach schedule).		 	
Ī	22	Other liabilities (describe			
E S	23	Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	•		
N F E U T N	24	Unrestricted			
E U	25	Temporarily restricted			
ח	26	Permanently restricted			
A S S E T S		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	► <u>X</u>		
EL	27	Capital stock, trust principal, or current funds	2,676,869.	2,413,307.	
ŚÑ	28	Paid-in or capital surplus, or land, building, and equipment fund			
L	29	Retained earnings, accumulated income, endowment, or other funds.	19,837.	8,237.	
O E R S	30	Total net assets or fund balances (see the instructions)	2,696,706.	2,421,544.	
	31	Total liabilities and net assets/fund balances (see the instructions)	2,696,706.	2,421,544.	
Part	111	Analysis of Changes in Net Assets or Fund Ba	lances		
		I net assets or fund balances at beginning of year — Part I of-year figure reported on prior year's return)	l, column (a), line 30 (must ag	ree with	2,696,706.
2	Ente	r amount from Part I, line 27a		2	-274,575.
3	Other	ıncreases not included in line 2 (itemize) ► See Stateme	ent 9	3	220.
4	Add	lines 1, 2, and 3		4	2,422,351.
5	Decre	ases not included in line 2 (itemize) ► See Statem	ent_10	5	807.
6	Total	I net assets or fund balances at end of year (line 4 minus I	ine 5) - Part II, column (b), lir	ne 30 6	2,421,544.

Page 3

	(a) List and describe 2-story brick warehous	e the kind(s) of property sold (e.g., ree, or common stock, 200 shares MI	eal estate,	(b) How acc P — Purch D — Dona	iase	(C) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 2	STCI on Sales of Pu	blicly Traded Secs S	ee Schedule	P		Various	Various
		blicly Traded Secs S		<u>-</u>		Various	Various
	Capital gain divide		cc benedate			7.00000	
			· · · · · · · · · · · · · · · · · · ·			-	
			-	•			
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other bas plus expense of sale			(h) Gain or (e) plus (f) m	
a	46,726.		52	2,244.			-5,518.
			883	3,576.			-253,421.
С							
е							
	Complete only for assets show	ng gain in column (h) and owned b				(I) Gains (Colu	ımn (h)
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column over column (j), if an			ain minus column (k in -0-) or Losses (fr	
a							<u>-5,518.</u>
<u>b</u>							-253,421.
							1,896.
e							
2	Capital gain net income or (net	capital loss) If gain, also If (loss), en	enter in Part I, line 7 ter -0- in Part I, line 7		2		-257,043.
3	Net short-term capital gain or (loss) as defined in sections 1222(5)	and (6)				
	If gain, also enter in Part I, line	e 8, column (c) (see the instructions) If (loss), enter -0-	ł			10
Par	ın Part I, line 8	Section 4940(e) for Reduce			3		5,518 <u>.</u>
•	optional use by domestic private ction 4940(d)(2) applies, leave th	e foundations subject to the section his part blank	4940(a) tax on net investme	nt income	;)		
If see Was If 'Ye	ction 4940(d)(2) applies, leave the the foundation liable for the secses, the foundation does not qual	nis part blank tion 4942 tax on the distributable ar ify under section 4940(e) Do not co	nount of any year in the bas omplete this part	e period?		Yes	X No
If sec	tion 4940(d)(2) applies, leave the foundation liable for the secs, the foundation does not qual Enter the appropriate amount in	nis part blank tion 4942 tax on the distributable ar ify under section 4940(e) Do not co n each column for each year; see th	nount of any year in the bas omplete this part ne instructions before making	e period?			X No
If see Was If 'Ye	ction 4940(d)(2) applies, leave the the foundation liable for the secses, the foundation does not qual	nis part blank tion 4942 tax on the distributable ar ify under section 4940(e) Do not co	nount of any year in the bas omplete this part	e period?	ries	Yes (d) Distribution Jumn (b) divided	ı ratıo
If see Was If 'Ye	the foundation liable for the sec es, the foundation does not qual Enter the appropriate amount in Base period years Calendar year (or tax year	nis part blank tion 4942 tax on the distributable ar ify under section 4940(e) Do not con n each column for each year; see the	mount of any year in the bas omplete this part ne instructions before making (c) Net value of	e period? g any entr	ries	(d) Distribution	ratio by column (c))
If see Was If 'Ye	the foundation liable for the secs, the foundation does not qual Enter the appropriate amount in Base period years Calendar year (or tax year beginning in)	nis part blank tion 4942 tax on the distributable ar ify under section 4940(e) Do not content to the column for each year; see the column for each year to the column for each year to the column for each year; see the column for each year.	mount of any year in the bas omplete this part ne instructions before making (c) Net value of noncharitable-use assi	e period? g any entre ets	ries	(d) Distribution	ratio by column (c))
If see Was If 'Ye	ction 4940(d)(2) applies, leave the foundation liable for the sectors, the foundation does not qual. Enter the appropriate amount in (a) Base period years Calendar year (or tax year beginning in)	tion 4942 tax on the distributable ar ify under section 4940(e) Do not con n each column for each year; see th (b) Adjusted qualifying distributions	mount of any year in the base omplete this part ne instructions before making (c) Net value of noncharitable-use asso	e period? g any entre ets 5,864.	ries	(d) Distribution	0.033735 0.031623 0.029024
If see Was If 'Ye	ction 4940(d)(2) applies, leave the foundation liable for the sectors, the foundation does not qual. Enter the appropriate amount in Base period years. Calendar year (or tax year beginning in) 2008 2007	tion 4942 tax on the distributable ar ify under section 4940(e) Do not con each column for each year; see th (b) Adjusted qualifying distributions 85,245. 88,800.	nount of any year in the base omplete this part the instructions before making (c) Net value of noncharitable-use associated (c), 526 2,808 2,653 2,517	e period? g any entres ets 6,864. 8,091. 8,001.	ries	(d) Distribution	0.033735 0.031623 0.029024 0.028995
If see Was If 'Ye	ction 4940(d)(2) applies, leave the foundation liable for the sectors, the foundation does not qual. Enter the appropriate amount in Base period years. Calendar year (or tax year beginning in) 2008 2007 2006	tion 4942 tax on the distributable are ify under section 4940(e). Do not content each column for each year; see the harmonic of the column for each year; see the harmonic of the column for each year; see the harmonic of the column for each year; see the harmonic of the column for each year; see the harmonic of the column for each year; see the harmonic of the column for each year. 85,245. 88,800. 77,000.	nount of any year in the base omplete this part the instructions before making (c) Net value of noncharitable-use associated (2,526) 2,808 2,653	e period? g any entres ets 6,864. 8,091. 8,001.	ries	(d) Distribution	0.033735 0.031623 0.029024
If sec Was If 'Ye 1	ction 4940(d)(2) applies, leave the foundation liable for the sectors, the foundation does not qual. Enter the appropriate amount in the case of the control of the contro	tion 4942 tax on the distributable are ify under section 4940(e). Do not content each column for each year; see the half of the section of th	nount of any year in the base omplete this part the instructions before making (c) Net value of noncharitable-use associated (c), 526 2,808 2,653 2,517	e period? g any entres ets 6,864. 8,091. 8,001.	ries	(d) Distribution	0.033735 0.031623 0.029024 0.028995
If sec	ction 4940(d)(2) applies, leave the the foundation liable for the sects, the foundation does not qual. Enter the appropriate amount in (a) Base period years Calendar year (or tax year beginning in) 2008 2007 2006 2005 2004 Total of line 1, column (d) Average distribution ratio for the	tion 4942 tax on the distributable are ify under section 4940(e). Do not content each column for each year; see the half of the section of th	nount of any year in the base omplete this part the instructions before making (c) Net value of noncharitable-use associated (c) 2,526 2,808 2,653 2,517 1,527	e period? g any entres ets 6,864. 8,091. 8,001.	(colu	(d) Distribution	0.033735 0.031623 0.029024 0.028995 0.092938
If see Was If 'Ye' 1	ction 4940(d)(2) applies, leave the foundation liable for the sectors, the foundation does not qual Enter the appropriate amount in Base period years Calendar year (or tax year beginning in) 2008 2007 2006 2005 2004 Total of line 1, column (d) Average distribution ratio for the number of years the foundation	tion 4942 tax on the distributable arify under section 4940(e). Do not content each column for each year; see the (b). Adjusted qualifying distributions. 85,245. 88,800. 77,000. 73,000. 142,000.	nount of any year in the base omplete this part the instructions before making (c) Net value of noncharitable-use associated (c) 2,526 2,808 2,653 2,517 1,527	e period? g any entr ets 6,864. 8,091. 8,001.	(colu	Distribution Umn (b) divided	0.033735 0.031623 0.029024 0.028995 0.092938 0.216315
If see Was If 'Ye 1	ction 4940(d)(2) applies, leave the foundation liable for the sectors, the foundation does not qual Enter the appropriate amount in Base period years Calendar year (or tax year beginning in) 2008 2007 2006 2005 2004 Total of line 1, column (d) Average distribution ratio for the number of years the foundation	tion 4942 tax on the distributable are ify under section 4940(e). Do not come each column for each year; see the has been in existence if less than into the distributions. 10. Adjusted qualifying distribut	nount of any year in the base omplete this part the instructions before making (c) Net value of noncharitable-use associated (c) 2,526 2,808 2,653 2,517 1,527	e period? g any entr ets 6,864. 8,091. 8,001.	(colu	Distribution Umn (b) divided	0.033735 0.031623 0.029024 0.028995 0.092938 0.216315 0.043263
If sec Was If 'Ye 1	the foundation liable for the sectors, the foundation does not qual Enter the appropriate amount in the sectors, the foundation does not qual Enter the appropriate amount in the sectors of the sectors, the foundation does not qual Enter the appropriate amount in the sectors of the sectors o	his part blank tion 4942 tax on the distributable ar ify under section 4940(e) Do not con n each column for each year; see th (b) Adjusted qualifying distributions 85,245. 88,800. 77,000. 73,000. 142,000. e 5-year base period — divide the to has been in existence if less than table-use assets for 2009 from Part	nount of any year in the base omplete this part the instructions before making (c) Net value of noncharitable-use associated (c) 2,526 2,808 2,653 2,517 1,527	e period? g any entr ets 6,864. 8,091. 8,001.	(colu	Distribution Umn (b) divided	0.033735 0.031623 0.029024 0.028995 0.092938 0.216315 0.043263 2,157,807.
If see Was If 'Ye 1	ction 4940(d)(2) applies, leave the the foundation liable for the sectors, the foundation does not qual. Enter the appropriate amount in the case of the sectors, the foundation does not qual. Enter the appropriate amount in the case of the sectors of the sect	his part blank tion 4942 tax on the distributable ar ify under section 4940(e) Do not con n each column for each year; see th (b) Adjusted qualifying distributions 85,245. 88,800. 77,000. 73,000. 142,000. e 5-year base period — divide the to has been in existence if less than table-use assets for 2009 from Part	nount of any year in the base omplete this part the instructions before making (c) Net value of noncharitable-use associated (c) 2,526 2,808 2,653 2,517 1,527	e period? g any entr ets 6,864. 8,091. 8,001.	2 3 4 5	Distribution Umn (b) divided	0.033735 0.031623 0.029024 0.028995 0.092938 0.216315 0.043263 2,157,807. 93,353.
If see Was If 'Ye 1	ction 4940(d)(2) applies, leave the foundation liable for the sectors, the foundation does not qual Enter the appropriate amount in Base period years Calendar year (or tax year beginning in) 2008 2007 2006 2005 2004 Total of line 1, column (d) Average distribution ratio for the number of years the foundation. Enter the net value of noncharic Multiply line 4 by line 3 Enter 1% of net investment inc.	tion 4942 tax on the distributable are ify under section 4940(e). Do not connect the each column for each year; see the half seem of the each qualifying distributions. 85,245. 88,800. 77,000. 73,000. 142,000. e 5-year base period — divide the to has been in existence if less than table-use assets for 2009 from Part ome (1% of Part I, line 27b).	nount of any year in the base omplete this part the instructions before making (c) Net value of noncharitable-use associated (c) 2,526 2,808 2,653 2,517 1,527	e period? g any entr ets 6,864. 8,091. 8,001.	2 3 4 5 6	Distribution Umn (b) divided	0.033735 0.031623 0.029024 0.028995 0.092938 0.216315 0.043263

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Part VI . Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see the in	struction	ns)	
1 a Exempt operating foundations described in section 4940(d)(2), check here and enter 'N/A' on line 1			
* Date of ruling or determination letter: (attach copy of letter if necessary - see instr.)	1		
b Domestic foundations that meet the section 4940(e) requirements in Part V,		1	,161.
check here ☐ and enter 1% of Part I, line 27b	1		
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	ĺ		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable	ŀ		_
foundations only Others enter -0-)			0.
3 Add lines 1 and 2	-	1	,161.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			,161.
6 Credits/Payments:	l		
a 2009 estimated tax pmts and 2008 overpayment credited to 2009 6a 1,600. b Exempt foreign organizations — tax withheld at source	ĺ		
b Exempt foreign organizations — tax withheld at source c Tax paid with application for extension of time to file (Form 8868) 6c	ĺ		
d Backup withholding erroneously withheld 6d			
7 Total credits and payments Add lines 6a through 6d		1	,600.
8 Enter any penalty for underpayment of estimated tax. Check here If Form 2220 is attached			, 000.
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed			0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			439.
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax 439. Refunded			0.
Part VII-A Statements Regarding Activities			
		Ye	s 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?		l a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		ь	x
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials publishe or distributed by the foundation in connection with the activities	d		1
c Did the foundation file Form 1120-POL for this year?	1	l c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year	_		
(1) On the foundation ►\$ 0. (2) On foundation managers ►\$ e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on	0.		
foundation managers \$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2	2	x
If 'Yes,' attach a detailed description of the activities			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles	- [
of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		la	X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	<u> </u>	1Ь	N/A_
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5 _	<u> </u>
If 'Yes,' attach the statement required by General Instruction T	•	ŀ	
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either	ŀ		
By language in the governing instrument, or		Ī	
 By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict 			1
with the state law remain in the governing instrument?	7	-	+
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV 8 a Enter the states to which the foundation reports or with which it is registered (see the instructions)	<u> </u>	' ^	+
VA	_		
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 <i>General Instruction G² If 'No,' attach explanation</i>		вь х	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete Part	()(5) (X/V) 9	,	x
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses			X
BAA			(2009)

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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]	х
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption Website address ► N/A	n applica	tion?	13	Х	
	 e no. ▶	540-34	3-1	500	
Located at > 204 South Jefferson St, Suite 200 Roanoke VA ZIP + 4 >	240	11			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here	1		N/A		
and enter the amount of tax-exempt interest received or accrued during the year	P	15			N/A
Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required				1	
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)	□v	▽]•			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	∐ Yes	X No		- 1	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	Yes	XNo		ł	1
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	Yes	X No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	Yes	X No		ł	1
(5) Transfer any income or assets to a disqualified person (or make any of either available	_			İ	
for the benefit or use of a disqualified person)?	Yes	X No	İ	- 1	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the			Ĭ		
foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	Yes	XNo			1
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 instruction	ons)?		1 b	N	<u>'A</u>
Organizations relying on a current notice regarding disaster assistance check here	>		İ	1	
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?		ĺ	1c		<u>X</u>
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):					
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	Yes	XNo			
If 'Yes,' list the years ▶ 20, 20, 20			ľ		1
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942 (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942 all years listed, answer 'No' and attach statement — see the instructions)	?(a)(2) (a)(2) to		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		1		1	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	Yes	X 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 approve 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)	d		3 b	N	′ ک
		ľ	- 55	- ' '	<u> </u>
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?			4ь		<u>x_</u>

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Part VII-B Statements Regarding Activit	ies for Which Forn	1 4720 May Be Req	uired (continued)	 	
5a During the year did the foundation pay or incu	r any amount to.			,	,
 (1) Carry on propaganda, or otherwise attempt 	ot to influence legislation	n (section 4945(e))?	∐ Yes X	No	
(2) Influence the outcome of any specific pub on, directly or indirectly, any voter registra	lic election (see section ation drive?	1 4955), or to carry	Yes X] No	
(3) Provide a grant to an individual for travel,	study, or other similar	purposes?	Ŭ Yes X	No	· ·
(4) Provide a grant to an organization other the in section 509(a)(1), (2), or (3), or section	nan a charitable, etc, oi 4940(d)(2)? (see instri	rganization described uctions)	Yes X] No	
(5) Provide for any purpose other than religio educational purposes, or for the preventio	us, charitable, scientific n of cruelty to children	c, literary, or or animals?	Yes X] No	
b If any answer is 'Yes' to 5a(1)-(5), did any of described in Regulations section 53 4945 or in (see instructions)?	the transactions fail to a current notice regard	qualify under the except ding disaster assistance	tions	5	ь N/A
Organizations relying on a current notice rega	rding disaster assistan	ce check here	▶ [
c If the answer is 'Yes' to question 5a(4), does tax because it maintained expenditure respon If 'Yes,' attach the statement required by Regi	sibility for the grant?		N/A Yes] No	
•			_		'
6a Did the foundation, during the year, receive ar on a personal benefit contract?	ny funds, directly or ind	irectly, to pay premiums	Yes X	No	
b Did the foundation, during the year, pay prem	iums, directly or indirec	tly, on a personal benef	fit contract?	6	<u>ь X</u>
If 'Yes' to 6b, file Form 8870.				a	,
7a At any time during the tax year, was the found				No	b N/A
b If yes, did the foundation receive any proceed Part VIII Information About Officers, D	s or have any net incor	Foundation Manage	nsaction	, -	
and Contractors	nectors, mustees,	Touridation manag	gers, riigiliy r ald	Lilipioye	
1 List all officers, directors, trustees, foundation	n managers and their	compensation (see inst	ructions).		
(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		nse account, allowances
The Trust Company of Virginia	Trustee	21,550.	0.		0.
204 S. Jefferson St, Suite 200	5.00				
Roanoke, VA 24011				ļ	
	- (-1) 1) 1	luded on line 1 . see in	estructions) If none	ntor 'NON	
2 Compensation of five highest-paid employee	(b) Title and average	(c) Compensation	(d) Contributions to		nse account,
(a) Name and address of each employee paid more than \$50,000	hours per week devoted to position	(c) compensation	employee benefit plans and deferred compensation	other a	allowances
None					
		_			
				 	 · -
Tatal auchan of the auchan and the control of the c	<u></u>			 	
Total number of other employees paid over \$50,000	TEF A03061	07/06/09			90-PF (2009)

	54-64714	
Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly and Contractors (continued)	Paid Em	ployees,
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 <u>N/A</u>		
2		
3		
4		
		·
Part IX-B Summary of Program-Related Investments (see instructions)		
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and	2	Amount
1 N/A		
2		
All other program-related investments See instructions		
3		
Total. Add lines 1 through 3	-	0.
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Forn	n 990-PF (2009) Thomas L. Leivesley, Jr. Foundation 54	-6471433	B _ Page 8
	Minimum Investment Return (All domestic foundations must complete this part. For see instructions.)	oreign four	ndations,
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	1 a	2,082,575.
	b Average of monthly cash balances	1 b	108,092.
•	c Fair market value of all other assets (see instructions)	1c	<u>_</u>
(d Total (add lines 1a, b, and c)	1 d	2,190,667.
(e Reduction claimed for blockage or other factors reported on lines 1a and 1c		
	(attach detailed explanation) 1e 0.	1 1	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,190,667.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	32,860.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,157,807.
6	Minimum investment return. Enter 5% of line 5	6	107,890.
Pa	rt XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private oper and certain foreign organizations check here ► ☐ and do not complete this page.		dations
1	Minimum investment return from Part X, line 6	1	107,890.
2	a Tax on investment income for 2009 from Part VI, line 5 2a 1,161.		
1	b Income tax for 2009 (This does not include the tax from Part VI)]	
	c Add lines 2a and 2b	2 c	1,161.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	106,729.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	106,729.
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	106,729.
Pa	rt 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	75,000.
	b Program-related investments — total from Part IX-B	1 b	
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)	3 b	
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	75,000.
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	75,000.
	Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating when	ther the foun	dation

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Part XIII Undistributed Income (see instructions)

1. Dischalable amount for 2009 from Part XI, line 7 2. Underhalable amount for 2009 only 2. Underhalable (amount fam, g. and the end of 2009 and a Enter amount for 2009 only 3. Ecrost distributions caryove, if any, to 2019 3. Ecrost distributions caryove, if any, to 2019 3. Ecrost distributions caryove, if any, to 2019 3. Ecrost distributions caryove, if any, to 2019 3. Ecrost distributions caryove, if any, to 2019 3. Ecrost distributions caryove, if any, to 2019 3. Ecrost distributions caryove, if any, to 2019 3. Ecrost distributions caryove, if any, to 2019 3. Ecrost distributions caryove, if any, to 2019 3. Ecrost distributions caryove, if any, to 2019 3. Ecrost distributions caryove caryove, considering the caryove caryo		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
2 Undistributed income, if any, is of the end of 2009 a Enters amount for 2008 only b 7 total far prior years. 20					106 720
a Enter amount for 2008 only bit folds for any geas: 20					106,729.
b Total for prior years: 20	• • •	ł		0	
3 Exest distributions carryover, if any, to 2009 a From 2005 c From 2006 d From 2007 e From 2007 e From 2008 1 Total of lines 3 a through e 4 Qualifying distributions for 2009 from Part XII, line 4 P \$ 75,000. a Applied to 2008, but not more than line 2a b Applied to 2008, but not more than line 2a b Applied to 2008, but not more than line 2a b Applied to 2008, but not more than line 2a clicition required – see instructions) 0. C Treated as distributions cut of corpus (Election required – see instructions) 0. Teated as distributions of the corpus (Election required – see instructions) 0. Teated as distributions of the corpus (Election required – see instructions) 0. Teated as distributions of the corpus (Election required – see instructions) 0. Total an amount distributed out of corpus (If an amount appears in column (a), the same amount must be shown in colu	-		0	- 	
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G From 2007 G From 2007 G From 2007 G From 2008 G From 2008 G From 2008 G From 2008 G From 2008 G From 2008 G Load of lines 3 a through e C Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 75,000. A Applied to 2008, but not more than line 2a A Applied to undistributed income of prior years (Clection required — see instructions) G Applied to 2009 distributions and to corpus (Clection required — see instructions) G Applied to 2009 distributions are contained (a) G Applied to 2009 distributions and to corpus G Clection required — see instructions) G Applied to 2009 distributions and to corpus G Clection required — see instructions) G Applied to 2009 distributions and to foropus S Excess distributions carryower applied to 2009 G Applied to 2009 distributions and the 2009 G Applied to 2009 distributions and the 2009 G Applied to 2009 distributions and the 2009 G Applied to 2009 distributions and the 2009 G Applied to 2009 distributions and the 2009 G Applied to 2009 distributions and the 2009 G Applied to 2009 distributions and the 2009 G E Enter the ant total of each column as indicated below: a Cerpus Add lines 31, 4c, and 4e Subtract line 5 D Prior years' undistributed income Subtract line 40 from line 2b G Enter the amount of prior years' undistributed income for which the section 494 (20) tax has been proviously assessed d Subtract lines 64 from line 2 and 40 from		†			
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XII, line 4 P S 75,000. 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 (a), the same amount must be shown in column (a)) 6 Enter the net total of each column as indicated below: a Corpus. Add line 33, 4c, and 4e Subtract line 5 b Prior years' undistributed income Subtract line 4e from line 1 and 5 from line 1 and 5 from line 1 and 5 from line 1 and 5 from line 1 and 5 from line 1 and 5 from line 1 and 5 from line 1 and 5 from line 1 and 5 from line 1 and 5 from line 1 and 5 from line 2. Tanable amount — see instructions 1 Undistributed income for 2009 Subtract lines 4 from line 2a. Tanable amount — see instructions 4 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions) 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions) 9 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions) 9 Excess from 2005 Excess from 2007 d Excess from 2007 d Excess from 2009 d Excess from 2009 d Excess from 2009 d Excess from 2009	5		<u> </u>		
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e Remaining amount distributed out of corpus 5 xeess 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 Pror years' undistributed income Subtract line 4b from line 2b c Enter the amount of prior years' undistributed dincome for which in each column (a) d Subtract line 6c from line 6b Taxable amount – see instructions e Undistributed income for 2008 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 4 analysis of line 9 a Excess from 2005 b Excess from 2006 c Excess from 2006 c Excess from 2007 d Excess from 2007 d Excess from 2007 d Excess from 2008 e Excess from 2009	•	0.			75 000
5 Excess distributions carryover applied to 2009 (If an amount must be shown in column (a), 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 damount — see instructions d Subtract line 6c from line 6b Taxable amount — see instructions e lindistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010 7 Amounts treated as distributions with or 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 from 2004 not applied on line 5 or line 7 (see instructions) 10 Analysis of line 9 a Excess from 2005 b Excess from 2006 c Excess from 2006 c Excess from 2007 d Excess from 2007 d Excess from 2009 e Excess from 2009	• •				75,000.
(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 37, 029. b Prior years' undistributed income Subtract line 4b from line 2b 0. c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed 0. d Subtract line 6c from line 6b Taxable amount – see instructions 0. e Undistributed income for 2008. Subtract lines 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. 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(a)(3) (see instructions) 0. 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions) 37,029. 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a 10. Analysis of line 9 a Excess from 2005					31 720
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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	8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	37.029.			
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	, ,	<u> </u>			
a Excess from 2005 b Excess from 2006 c Excess from 2007 d Excess from 2008 e Excess from 2009	Subtract lines 7 and 8 from line 6a	0.			
b Excess from 2006 c Excess from 2007 d Excess from 2008 e Excess from 2009	10 Analysis of line 9				
c Excess from 2007 d Excess from 2008 e Excess from 2009	a Excess from 2005	_			
d Excess from 2008 e Excess from 2009	b Excess from 2006	_			
e Excess from 2009	c Excess from 2007				
	d Excess from 2008	_	İ		
		<u> </u>	<u></u>		<u>.</u>

Form 990-PF (2009) Inomas L. Leives			VII A guestion C	34-04/143	N/A
Part XIV Private Operating Foundation					N/A
1a If the foundation has received a ruling or of is effective for 2009, enter the date of the	ietermination letter ruling	that it is a private	operating foundation	i, and the runing	
b Check box to indicate whether the foundat		erating foundation d	lescribed in section	4942(j)(3) or	4942(j)(5)
2a Enter the lesser of the adjusted net	Tax year		Prior 3 years		
income from Part I or the minimum investment return from Part X for each year listed	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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					
 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		<u> </u>			
(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 ha	ıd \$5,000 or moı	re in
assets at any time during th		structions.)			
1 Information Regarding Foundation Managers a List any managers of the foundation who had close of any tax year (but only if they have None	ave contributed m	ore than 2% of the than \$5,000) (See	total contributions re section 507(d)(2))	eceived by the found	lation before the
					<u> </u>
b List any managers of the foundation who ca partnership or other entity) of which the None	own 10% or more of foundation has a 1	of the stock of a cor 0% or greater inter	poration (or an equal est	ally large portion of	the ownership of
2 Information Regarding Contribution, Gran Check here X if the foundation only n requests for funds if the foundation makes complete items 2a, b, c, and d	nakes contributions	to preselected cha	arıtable organizations	s and does not acce anizations under oth	pt unsolicited er conditions,
a The name, address, and telephone number	r of the person to	whom applications	should be addressed		
b The form in which applications should be s	submitted and infor	mation and materia	als they should inclu	de	
c Any submission deadlines					
d Any restrictions or limitations on awards, s	such as by geograp	phical areas, charita	able fields, kinds of i	nstitutions, or other	factors

Total	 	 ► 3a	75,000.
b Approved for future payment			
	!		
Total		 ► 3P	

Part XVI-A Analysis of Income-Producing Activities

inter gross amounts unless otherwise indicated	cated Unrelated business income Excluded by section 512, 513, or 514				
Program service revenue	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	(e) Related or exempt function income (see the instructions)
a	ļ		-		
b					
c					
d	ļ	 _	<u> </u>		
e					· · · · · · · · · · · · · · · · · · ·
f	l				
g Fees and contracts from government agencies			<u> </u>		
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	745.	
4 Dividends and interest from securities			14	80,162.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property	<u> </u>	<u> </u>			
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-257,043.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue			<u> </u>		
a Federal income tax refund		·		2,971.	
b					
c					<u></u> .
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-173,165.	
13 Total. Add line 12, columns (b), (d), and (e)				13	-173,165.
See worksheet in the instructions for line 13 to verify c	alculations)				·

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions)
N/A	

			sley, Jr.					4-6471433		ge 1
Part XV	II Information Re Exempt Organ	egarding Tı ıizations	ransfers To a	ind Transact	ions and	d Relations	hips With	Noncharitabl	е	
,	Exempt Organ	1124110113							Yes	No
1 Did	the organization directly cribed in section 501(c)	or indirectly e	engage in any of	the following w	ith any ot	her organization	on 527			
rela	ting to political organizat	tions?	ulei than section	11 301(c)(3) orga	inizations) or in section	JZ7,			}
a Trar	nsfers from the reporting	foundation to	a noncharitable	e exempt organiz	zation of.					
(1)	Cash							1 a (1)		<u>X</u>
(2)	Other assets							1 a (2)		Х
•- •-	er transactions:									۱
	Sales of assets to a non							1b(1)	-	X
٠,	Purchases of assets from		, ,	anization				1 b (2)		X
	Rental of facilities, equip Reimbursement arrange		er assets					1 b (3) 1 b (4)		X
	Loans or loan quarantee							1 b (5)	_	X
	Performance of services		nip or fundraising	solicitations				1 b (6)	_	X
. ,	ring of facilities, equipme			•	vees			1c		X
		_								
the	e answer to any of the a goods, other assets, or s transaction or sharing a	services diven	by the reporting	i foundation. If t	he founda	ation received I	ess than fa	ır market value ın	lue of	
(a) Line no			of noncharitable exer					tions, and sharing arra	ngemen	ts
N/A										
				_						
		ļ			<u> </u>					
				.						
	-	 			+ -			 -		
		 			+		<u> </u>			
		 								
			<u>-</u>				_			
	 				-			· · · · · · · · · · · · · · · · · · ·		
desc	e foundation directly or cribed in section 501(c) ces,' complete the following	of the Code (o	ated with, or relather than section	ated to, one or in 501(c)(3)) or i	more tax- n section	exempt organi: 527?	zations	Ye	s X	No
<u> </u>	(a) Name of organizati		(b) Typ	e of organization	<u> </u>		:) Description	on of relationship		
N/A	(a) France or organizati		(2) . , , ,	o or organization			-, <u> </u>	,,, o. , o <u>. d.</u> o. <u>, o p</u>		
							_			
		· · · · <u> </u>								
,										
Under pe complete	nalties of perjury. I declare that I Declaration of proparer (other t	I have examined the chan taxpayer or fixed	nis return, including ad Jucia)y) is based on a	ccompanying schedul ill information of whic	es and state h preparer h	ments, and to the b as any knowledge	est of my know	ledge and belief, it is tr	ue, corre	ct, and
	RYIDAL	$0 - \sqrt{}$		1/ 1		_				
	D/ . / Selse	~ X	Rucock	V. P.	15	-17-18	► Trus	tee		
Sig	nature of officer or trustee				Date		Title			
	Preparer's	01	2.5 0 =	0	Date		Check if	Preparer's Identif (See Signature in	ring num	ber rs)
Paid Pre-	signature	upail	W-107	ude	5,	/12/10	self- employed	P0020008		•
parer's		ael W. Jo	hnson, CPA	A, P.C.				20-8784242		
Use Only				Suite A						
	address, and ZIP code Roan	oke, VA 2	4015				Phone no	<u>540-989-7</u>	568	

Form **990-PF** (2009)

BAA

2009	Federal Statement Thomas L. Leivesley, c/o The Trust Co. of V	Jr. Foundation		Page 54-647143
Statement 1 Form 990-PF, Part I, Line 11 Other Income				
		(a) Revenue per Books	(b) Net Investment <u>Income</u>	(c) Adjusted Net Income
Federal income tax refund	Total	\$ 2,971 \$ 2,971	.\$ 0.	\$ 0.
Statement 2 Form 990-PF, Part I, Line 16b Accounting Fees				
	(a) Expenses <u>per Book</u>		(c) it Adjusted <u>Net Income</u>	(d) Charitable Purposes
Michael W. Johnson, CPA, P	.C. \$ 1,95 Total \$ 1,95	0. 0. \$	0. \$ 0	. \$ 0

Statement 3				
Form 990-PF	, Part	I,	Line	18
Taxes				

		(a)	(b) Net	(c)	(d)
		Expenses	Investment	Adjusted	Charitable
		_per Books	Income	Net Income	<u>Purposes</u>
Foreign taxes Excise taxes		\$ 1,310. 1,600.	\$ 1,310.		
TYCISE CAVE?	Total	\$ 2,910.	\$ 1,310.	\$ 0.	\$ 0.

Statement 4 Form 990-PF, Part II, Line 10a Investments - U.S. and State Government Obligations

U.S. Government Obligations	Valuation <u>Method</u>	Book Value	F	air Market <u>Value</u>
Fed. Home Loan Banks- 5.85% due 7/9/2012 Fed. Home Loan Banks- 6.0% due 7/2/2014 Fed Home Loan Banks, 5.5%, due 10/19/16 Fed Home Loan Banks, 5.555%, due 12/7/16 Fed Home Loan Banks, 5.58%, due 6/14/13 Fed Home Loan Banks, 5.5%, due 6/15/2012 Fed Home Loan Banks, 6.0%, due 8/9/2017 Fed Farm Credit Banks, 5.99%, due 9/8/17 Fed Home Loan Bank, 6.235% due 6/30/21 Fed Home Loan Bank, 5.05% due 12/20/17	Cost Cost Cost Cost Cost Cost Cost Cost	\$ 25,92 25,96 25,43 53,27 26,16 \$ 156,75	50. 55. 0. 56.	0. 0. 0. 25,605. 25,563. 25,133. 0. 51,875. 25,383.

Valuation Fair Market Book

Federal Statements

Thomas L. Leivesley, Jr. Foundation c/o The Trust Co. of Virginia, Trustee

54-6471433

Page 2

Statement 4 (continued)
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

U.S. Government Obligations	Valuation <u>Method</u>	Book Value	Fair Market Value
State/Municipal Obligations	<u>Method</u>	Value	Value
FL State Intl Univ Fac., 5.1% due 7/1/18 VA Hsg. Dev. Auth., 5.7%, due 11/1/20 VA Hsg. Dev. Auth., 5.52% due 11/1/16 VA Public Bldg Auth., 5.868%, due 8/1/21	Cost Cost Cost	\$ 25,000. 25,874. 52,549. 53,367. \$ 156,790.	24,162. 51,192. 52,137.
	Total	\$ 313,542.	\$ 304,906.

Statement 5 Form 990-PF, Part II, Line 10b Investments - Corporate Stocks

Corporate Stocks	Valuation <u>Method</u>		Book Value	Fair Market <u>Value</u>
Exxon Mobil Corp.	Cost	\$	18,702.	\$ 20,457.
General Electric Co.	Cost	*	18,629.	14,373.
Johnson & Johnson	Cost		23,881.	27,374.
Microsoft Corp.	Cost		17,455.	22,098.
Nokia Corp.	Cost		24,336.	19,596.
Procter & Gamble Co.	Cost		6,468.	10,610.
SPDR Sector - Materials	Cost		30,107.	29,691.
Synovus Financial Corp.	Cost		0.	0.
Wells Fargo & Co.	Cost		15,563.	22,941.
SPDR Sector Index - Utilities	Cost		31,211.	30,245.
Total FINA SA ADR	Cost		25,582.	25,616.
Abbott Labs	Cost		27,864.	28,345.
Becton Dickinson & Co.	Cost		26,960.	27,601.
Chubb Corp.	Cost		0.	0.
Colgate Palmolive Co.	Cost		9,871.	12,322.
Fortune Brands, Inc.	Cost		0.	0.
Glaxo Smithkline Spons. PLC ADR	Cost		34,363.	29,575.
H J Heinz Co.	Cost		8,142.	8,552.
International Business Machines Corp.	Cost		17,650.	22,908.
Intuit	Cost		20,120.	20,743.
Ishares Trust NASDAQ Biotech Index	Cost		26,933.	26,595.
Marathon Oil Corp.	Cost		34,163.	21,073.
McDonalds Corp.	Cost		13,242.	15,610.
Microchip Technology, Inc.	Cost		25,681.	23,240.
Oracle Corp.	Cost		17,458.	22,690.
Prudential Financial, Inc.	Cost		31,224.	24,880.
Sonoco Products Co.	Cost		15,966.	14,625.
Stanley Works	Cost		0.	0.
U.S. Bancorp	Cost		19,309.	23,636.
V F Corp.	Cost		19,811.	16,479.
Waste Management, Inc.	Cost		21,596.	21,131.
Xerox Corp.	Cost		24,834.	12,690.
ITT Industries, Inc.	Cost		21,358.	16,165.
Pepsico, Inc.	Cost		10,968.	10,640.
Progressive Corp.	Cost		23,401.	26,985.
Staples, Inc.	Cost		10,005.	13,525.

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Thomas L. Leivesley, Jr. Foundation c/o The Trust Co. of Virginia, Trustee

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Statement 5 (continued) Form 990-PF, Part II, Line 10b Investments - Corporate Stocks

Corporate Stocks	Valuation	Book	Fair Market
	<u>Method</u>	<u>Value</u>	Value
Baker Hughes, Inc. Campbell Soup Co. Chevron Texaco Corp. Kellogg Company Walmart Stores, Inc.	Cost Cost Cost Cost Total	\$ 9,834. 9,632. 20,485. 9,508. 14,773. \$ 737,085.	11,830. 25,022. 13,300. 16,035.

Statement 6 Form 990-PF, Part II, Line 10c Investments - Corporate Bonds

Corporate Bonds	Valuation	Book	Fair Market
	<u>Method</u>	Value	Value
Bank of America Corp., 5.4%, due 2/15/18 CIT Group, Inc., 6.2%, due 2/15/13 GE Capital Corp., 4.85%, due 2/15/13 Goldman Sachs Group, 6.65%, due 5/15/09 Credit Suisse, 6.50%, due 1/15/2012 Regions Financial Corp. 7.0% due 3/1/11 Chubb Corp., 6.0%, due 11/15/2011 Consolidated Edison, 5.375%-due 12/15/15 Dover Corp. Note, 6.50%, due 2/15/2011 GTE Northwest, Inc., 6.30%, due 6/1/2010 Laclede Gas Co., 6.50%, due 11/15/2010 Allergan, Inc. 5.75% due 4/1/16 Consolidated Edison Co, 5.5% due 9/15/16 McCormick & Co. Note, 5.2%, due 12/15/15	Cost Cost Cost Cost Cost Cost Cost Cost	\$ 50,000. 0. 50,000. 0. 51,223. 51,196. 50,911. 51,588. 51,363. 25,184. 50,954. 14,667. 52,820. 42,621. \$ 542,527.	0. 51,110. 0. 54,409. 49,256. 53,717. 54,034. 52,821. 25,485. 51,709. 16,175. 52,731. 42,791.

Statement 7 Form 990-PF, Part II, Line 13 Investments - Other

	Valuation <u>Method</u>	 Book Value	Fa	ir Market Value
Other Investments				
Vanguard Intl. Equity Index Fund Plum Creek Timber Co., Inc. Vanguard Index Trust REIT Vipers Ishares MSCI EAFE Index Vanguard Intl. Growth Fund Vanguard Index Funds Mid Cap ETF Vanguard Index Funds Small Cap ETF Wisdomtree Trust DEFA Fund Russell Global Equity Fund	Cost Cost Cost Cost Cost Cost Cost Cost	\$ 56,639. 29,229. 130,065. 175,890. 170,184. 45,938. 49,345. 0. 94,622.	\$	71,750. 32,096. 90,599. 140,964. 141,855. 49,459. 48,747. 0. 145,486.
	Total	\$ 751,912.	\$	720,956.

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Statement 8 Form 990-PF, Part II, Line 15 Other Assets				
		_Bool	. Value	Market alue
Taxable M/M Fund int. received after Y/E	Total	\$	35. 35.	 3! 3!
Statement 9 Form 990-PF, Part III, Line 3 Other Increases			-	
Accrued int. paid on bond purchases in 2008	3 deducted in	2009	Total	\$ 2 2
Statement 10 Form 990-PF, Part III, Line 5 Other Decreases			_	
Accrued interest paid on bond purchases not	deducted in	2009	Total	\$ 8 8

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Market

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Statement 11 Form 990-PF, Part XV, Line 3a Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation <u>Status</u>	Purpose of <u>Grant</u>	Ar	nount
Rescue Mission of Roanoke 402 4th Street, SE Roanoke, VA 24013	None	N/A	To aid homeless and indigent families	\$	3,750.
Habitat for Humanity 403 Salem Ave., SW Roanoke, VA 24016	None	N/A	To provide affordable housing for low-income people		7,500.
Bradley Free Clinic 1240 Third Street, SW Roanoke, VA 24016	None	N/A	To provide health care for low-income people		7,500.
League of Older Americans 706 Campbell Avenue, SW Roanoke, VA 24016	None	N/A	To provide assistance to elderly individuals		3,750.

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Thomas L. Leivesley, Jr. Foundation c/o The Trust Co. of Virginia, Trustee

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Statement 11 (continued) Form 990-PF, Part XV, Line 3a Recipient Paid During the Year

Name and Address Western VA Fdn -	Donee <u>Relationship</u> None	Found- ation Status N/A	Purpose of Grant To support arts	 \$	Amount 7,500.
Arts/Sciences 1 Market Square, 5th Floor Roanoke, VA 24011			and sclences in Western Virginia		·
United Way of Roanoke Valley 325 Campbell Avenue, SW Roanoke, VA 24016	None	N/A	To aid many charitable organizations in the Roanoke Valley		45,000.
			Total	Ś	75,000.

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THOMAS L LEIVESLEY JR CHARITABLE TR 44300039 Schedule D Detail of Short-term Capital Gains and Losses

	Date	Date	Gross Sales	Cost or Other	Short-term
Description	Acquired	Sold	Price	Basis	Gain/Loss
325. SYNOVUS FINL CORP	06/06/2008	01/01/5009		3,458.00	-1,257.73
50. COLGATE PALMOLIVE CO	06/27/2008	6002/11/80	,871.	3,432.00	-560.
INL COF	7	/11/	2,563.73	,310.	•
3	/60//	03/11/2009	,249.	4,446.00	-2,196.76
150. VANGUARD INDEX FDS MID CAP ETF	6/27/	/60/	,252.		- 4
100. WELLS FARGO & CO NEW	/17/	760/	,546.	,354.0	١ ٦
50. COLGATE PALMOLIVE CO	1/07/	01/16/2009	,664.		
50. BAKER HUGHES INC	/17/	_	,211.	,513.	698.44
50. COLGATE PALMOLIVE CO	/01/	/26/	,869.	3,290.48	579.43
2300. RUSSELL GLOBAL EQUITY FD S	03/11/2009		,296.		l •
Totals			46,726.00	52,244.00	-5,518.00

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THOMAS L LEIVESLEY JR CHARITABLE TR 443000039 Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
75. ABBOTT LABS	05/30/2007	01/07/2009.	3,805:48	4,182.75	-377.27
	\sim	01/01/2009	, 733	,188.0	-454.02
125. MCDONALDS CORP	04/23/2007	/07	i •	,098.	1,531.23
225. SYNOVUS FINL CORP	08/19/2004	01/07/2009	1,523,26	2,368.40	-845.14
HOME			l I		
07/09/12	08/13/2007	01/09/2009	50,000.00	50,265.63	
300. CHUBB CORP	VAR	03/17/2009	11,306.93	5,36	-4,054.57
150. COLGATE PALMOLIVE CO	05/30/2007	03/11/2009	8,614.45	9,969.00	-1,354.55
175. EXXON MOBIL CORP	VAR	03/11/5009	11,698.68	9,945.50	1,753.18
175. INTUIT COM	04/23/2007	03/11/5009	,381.	9	-827.78
275. MICROSOFT CORP	VAR	/11/		,746.9	-3,250.73
100. STANLEY WORKS	05/30/2007	03/11/5006	. •	6,239.00	-3,514.02
2550, WISDOMTREE TRUST DEFA FD	VAR	03/11/5006	76,474.06	175,524.00	-99,049.94
50000. GOLDMAN SACHS GROUP INC NT					
6.650% DUE 05/15/09	11/01/2005	05/15/2009	50,000.00	50,000.00	
100. PRUDENTIAL FINANCIAL INC	05/11/2007	06/03/2003	4,007.89	10,167.00	-6,159.11
· 300. US BANCORP DEL NEW	VAR	00	5,531.85	10,356.00	-4,824.15
200. VANGUARD INTERNATIONAL GROWTH FD					
ADMIRAL SHS	07/18/2007	06/09/2009	9,006.00	17,532.00	-8,526.00
425. WELLS FARGO & CO NEW	VAR	06/09/2009	10,824.47	12,805.25	-1,980.78
250. FORTUNE BRANDS INC	VAR	06/25/2009	8,623.65		•
200. STANLEY WORKS	05/30/2007	06/25/2009	6,757.99	12,478.00	-5,720.01
긺					
07/02/14 (CALL 7/09 @100)	08/10/2007	07/02/2009	25,000.00	25,162.50	-162.50
50. COLGATE PALMOLIVE CO	127	07/16/2009	3,664.91	3,432.00	232.91
2	05/30/2007	07/16/2009	11,090.74	14,235.00	-3,144.26
100000. CIT GROUP INC 6.200% DUE					
/15/13 (CALL 2/05 @100)	02/05/2003	07/17/2009	42,000.00	100,000.00	-58,000.00
ARM CR BKS C					
E 09/08/17 (CALL 9/09 @100)	01/09/2008	09/08/2009	50,000.00	51,375.00	-1,375.00
FEDERAL HOME LN B	3337 237 33				
10/19/16(CALL 10/09 @100)	02/01/2008	10/19/2009	50,000.00	51,816.55	-1,816.55
Totals					

THOMAS L LEIVESLEY JR CHARITABLE TR 443000039 Schedule D Detail of Long-term Capital Gains and Losses

	Date	Date	Gross Sales	Cost or Other	Long-term
Description	Acquired	Sold	Price	Basis	n/Los
450, GENERAL ELECTRIC CO	VAR	10/26/2009	6,731.82	14,717.00	-7,985.18
275. ISHARES MSCI EAFE INDEX	07/18/2007	10/26/2009	15,177.35	22,690.25	-7,512.90
100. MARATHON OIL, CORP	03/07/2008	10/26/2009	3,342.93	,165.	٠l
	08/28/2008	/26/	,592.	• • •	-1,515.76
125. PROCTER & GAMBLE CO	VAR	10/26/2009	7,099.82	7,750.50	-650.68
	VAR	/26/		,255.	-2,109.64
75. SPDR SECTOR INDEX - UTILITIES	07/18/2007	/26/	,176.	. •	1
275. SONOCO PRODUCTS	08/06/2007	10/26/2009	,708.	١ ٦	-1,941.70
200. TOTAL FINA SA ADR SPONS	VAR	10/26/2009	12,393.68	,157.	,763.
O INTL E					
EMERGING MARKETS VIPERS	03/29/2007	10/26/2009	11,993.69	11,839.80	153.89
K FDS MID CA	06/27/2008	6/2	6	7.26	7
75. VANGUARD INDEX FDS SMALL CAF	06/27/2008	10/26/2009	9,589.00	11,072.25	-1,483.25
ADMIRAL SHS	VAR	10/27/2009	13,330.00	20,892.75	-7,562.75
50000. FEDERAL HOME LN BKS 5.555% DUE					
12/7/16 (CALL 12/09 @100)	01/28/2008	12/01/2009	50,000.00	51,775.00	-1,775.00
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			630,155.00	883,576.00	-253,421.00
				-	
Totals	-		630,155.00	883,576.00	-253,421.00