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

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , 2009, and ending

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

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

Thomas L. Leivesley, Jr. Foundation
c/o The Trust Co. of Virginia, Trustee
204 South Jefferson St., Suite 200
Roanoke, VA 24011

A Employer identification number

54-6471433

B Telephone number (see the instructions)

540-343-1500

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 2,395,842.

J Accounting method ☒ Cash ☐ Accrual☐ 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)

REVENUE

1 Contributions, gifts, grants, etc., received (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

745.

745.

745.

4 Dividends and interest from securities

80,162.

80,162.

80,162.

5a Gross rents

b Net rental income or (loss)

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

-257,043.

b Gross sales price for all assets on line 6a 678,777.

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

0.

8 Net short-term capital gain

0.

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

2,971.

12 Total. Add lines 1 through 11

-173,165.

80,907.

80,907.

13 Compensation of officers, directors, trustees, etc.

21,550.

21,550.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch) See St 2

1,950.

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule)(see instr) See Stm 3

2,910.

1,310.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

24 Total operating and administrative expenses. Add lines 13 through 23

26,410.

22,860.

25 Contributions, gifts, grants paid Part XV

75,000.

75,000.

26 Total expenses and disbursements. Add lines 24 and 25

101,410.

22,860.

0.

75,000.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-274,575.

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

58,047.

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

80,907.

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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	121,945.	76,443.	76,443.
	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) 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			
LIABILITIES	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)			
	15 Other assets (describe See Statement 8)	157.	35.	35.
	16 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.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
NET ASSETS OR FUND BALANCES	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.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
ASSETS	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,676,869.	2,413,307.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	19,837.	8,237.	
	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 III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,696,706.
2 Enter amount from Part I, line 27a	2	-274,575.
3 Other increases not included in line 2 (itemize) See Statement 9	3	220.
4 Add lines 1, 2, and 3	4	2,422,351.
5 Decreases not included in line 2 (itemize) See Statement 10	5	807.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	2,421,544.

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 STCL on Sales of Publicly Traded Secs.— See Schedule		P	Various	Various
b LTCL on Sales of Publicly Traded Secs.— See Schedule		P	Various	Various
c Capital gain dividends				
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 46,726.		52,244.	-5,518.
b 630,155.		883,576.	-253,421.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-5,518.
b			-253,421.
c			1,896.
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	-257,043.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	-5,518.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	85,245.	2,526,864.	0.033735
2007	88,800.	2,808,091.	0.031623
2006	77,000.	2,653,001.	0.029024
2005	73,000.	2,517,648.	0.028995
2004	142,000.	1,527,903.	0.092938

2 Total of line 1, column (d)	2	0.216315
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.043263
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,157,807.
5 Multiply line 4 by line 3	5	93,353.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	580.
7 Add lines 5 and 6	7	93,933.
8 Enter qualifying distributions from Part XII, line 4	8	75,000.

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 ☐ 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 ☐ and enter 1% of Part I, line 27b		1	1,161.
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	1,161.
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	1,161.
6 Credits/Payments:			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	1,600.	
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	1,600.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	439.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☐ 439. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation: \$ 0. (2) On foundation managers: \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers: \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) 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 General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>The Trust Company of Virginia</u> Telephone no. <u>540-343-1500</u> Located at <u>204 South Jefferson St, Suite 200 Roanoke VA</u> ZIP + 4 <u>24011</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>	N/A		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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	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? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	☐ Yes ☒ No	
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 <u>20__ , 20__ , 20__ , 20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	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
The Trust Company of Virginia 204 S. Jefferson St, Suite 200 Roanoke, VA 24011	Trustee 5.00	21,550.	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 N/A	
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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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	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)	1 c	
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)	1 e	0.
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.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6		1	107,890.
2a Tax on investment income for 2009 from Part VI, line 5	2 a	1,161.	
b Income tax for 2009 (This does not include the tax from Part VI)	2 b		
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.	

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	1 a	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)	3 a	
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 whether the foundation qualifies for the section 4940(e) reduction of tax in those years

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				106,729.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years. 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004	68,758.			
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	68,758.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 75,000.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2009 distributable amount				75,000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	31,729.			31,729.
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 line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	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	0.			
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				

N/A

- 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.)**

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year See Statement 11				
Total			3a	75,000.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	745.	
4 Dividends and interest from securities			14	80,162.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-257,043.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Federal income tax refund				2,971.	
b _____					
c _____					
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 calculations)

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

[illegible]

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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
Federal income tax refund	\$ 2,971.		
Total	\$ 2,971.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Michael W. Johnson, CPA, P.C.	\$ 1,950.			
Total	\$ 1,950.	\$ 0.	\$ 0.	\$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign taxes	\$ 1,310.	\$ 1,310.		
Excise taxes	1,600.			
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 Method	Book Value	Fair Market Value
Fed. Home Loan Banks- 5.85% due 7/9/2012	Cost	\$ 0.	\$ 0.
Fed. Home Loan Banks- 6.0% due 7/2/2014	Cost	0.	0.
Fed Home Loan Banks, 5.5%, due 10/19/16	Cost	0.	0.
Fed Home Loan Banks, 5.555%, due 12/7/16	Cost	0.	0.
Fed Home Loan Banks, 5.58%, due 6/14/13	Cost	25,921.	25,605.
Fed Home Loan Banks, 5.5%, due 6/15/2012	Cost	25,960.	25,563.
Fed Home Loan Banks, 6.0%, due 8/9/2017	Cost	25,435.	25,133.
Fed Farm Credit Banks, 5.99%, due 9/8/17	Cost	0.	0.
Fed Home Loan Bank, 6.235% due 6/30/21	Cost	53,270.	51,875.
Fed Home Loan Bank, 5.05% due 12/20/17	Cost	26,166.	25,383.
		\$ 156,752.	\$ 153,559.
	Valuation	Book	Fair Market

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

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
<u>State/Municipal Obligations</u>	<u>Method</u>	<u>Value</u>	<u>Value</u>
FL State Intl Univ Fac., 5.1% due 7/1/18	Cost	\$ 25,000.	\$ 23,856.
VA Hsg. Dev. Auth., 5.7%, due 11/1/20	Cost	25,874.	24,162.
VA Hsg. Dev. Auth., 5.52% due 11/1/16	Cost	52,549.	51,192.
VA Public Bldg Auth., 5.868%, due 8/1/21	Cost	53,367.	52,137.
		\$ 156,790.	\$ 151,347.
	Total	\$ 313,542.	\$ 304,906.

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

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market 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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Statement 5 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Baker Hughes, Inc.	Cost	\$ 9,834.	\$ 13,156.
Campbell Soup Co.	Cost	9,632.	11,830.
Chevron Texaco Corp.	Cost	20,485.	25,022.
Kellogg Company	Cost	9,508.	13,300.
Walmart Stores, Inc.	Cost	14,773.	16,035.
	Total	\$ 737,085.	\$ 742,354.

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

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Bank of America Corp., 5.4%, due 2/15/18	Cost	\$ 50,000.	\$ 46,910.
CIT Group, Inc., 6.2%, due 2/15/13	Cost	0.	0.
GE Capital Corp., 4.85%, due 2/15/13	Cost	50,000.	51,110.
Goldman Sachs Group, 6.65%, due 5/15/09	Cost	0.	0.
Credit Suisse, 6.50%, due 1/15/2012	Cost	51,223.	54,409.
Regions Financial Corp.- 7.0% due 3/1/11	Cost	51,196.	49,256.
Chubb Corp., 6.0%, due 11/15/2011	Cost	50,911.	53,717.
Consolidated Edison, 5.375%-due 12/15/15	Cost	51,588.	54,034.
Dover Corp. Note, 6.50%, due 2/15/2011	Cost	51,363.	52,821.
GTE Northwest, Inc., 6.30%, due 6/1/2010	Cost	25,184.	25,485.
Laclede Gas Co., 6.50%, due 11/15/2010	Cost	50,954.	51,709.
Allergan, Inc. 5.75% due 4/1/16	Cost	14,667.	16,175.
Consolidated Edison Co, 5.5% due 9/15/16	Cost	52,820.	52,731.
McCormick & Co. Note, 5.2%, due 12/15/15	Cost	42,621.	42,791.
	Total	\$ 542,527.	\$ 551,148.

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

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

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Statement 8
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
Taxable M/M Fund int. received after Y/E	\$ 35.	\$ 35.
Total	<u>\$ 35.</u>	<u>\$ 35.</u>

Statement 9
Form 990-PF, Part III, Line 3
Other Increases

Accrued int. paid on bond purchases in 2008 deducted in 2009	Total	\$ 220.
		<u>\$ 220.</u>

Statement 10
Form 990-PF, Part III, Line 5
Other Decreases

Accrued interest paid on bond purchases not deducted in 2009	Total	\$ 807.
		<u>\$ 807.</u>

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
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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Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Western VA Fdn - Arts/Sciences 1 Market Square, 5th Floor Roanoke, VA 24011	None	N/A	To support arts and sciences in Western Virginia	\$ 7,500.
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				\$ <u>75,000.</u>

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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
100. CHUBB CORP	03/29/2007	01/07/2009	4,733.98	5,188.00	-454.02
125. MCDONALDS CORP	04/23/2007	01/07/2009	7,629.98	6,098.75	1,531.23
225. SYNOVUS FINL CORP	08/19/2004	01/07/2009	1,523.26	2,368.40	-845.14
50000. FEDERAL HOME LN BKS 5.850% DUE 07/09/12	08/13/2007	01/09/2009	50,000.00	50,265.63	-265.63
300. CHUBB CORP	VAR	03/17/2009	11,306.93	15,361.50	-4,054.57
150. COLGATE PALMOLIVE CO	05/30/2007	03/17/2009	8,614.45	9,969.00	-1,354.55
175. EXXON MOBIL CORP	VAR	03/17/2009	11,698.68	9,945.50	1,753.18
175. INTUIT COM	04/23/2007	03/17/2009	4,381.97	5,209.75	-827.78
275. MICROSOFT CORP	VAR	03/17/2009	4,496.22	7,746.95	-3,250.73
100. STANLEY WORKS	05/30/2007	03/17/2009	2,724.98	6,239.00	-3,514.02
2550. WISDOMTREE TRUST DEFA FD	VAR	03/17/2009	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	06/09/2009	4,007.89	10,167.00	-6,159.11
300. US BANCORP DEL NEW	VAR	06/09/2009	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	19,751.50	-11,127.85
200. STANLEY WORKS	05/30/2007	06/25/2009	6,757.99	12,478.00	-5,720.01
25000. FEDERAL HOME LN BKS 6.000% DUE 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	06/27/2008	07/16/2009	3,664.91	3,432.00	232.91
300. HEINZ H J CO	05/30/2007	07/16/2009	11,090.74	14,235.00	-3,144.26
100000. CIT GROUP INC 6.200% DUE 02/15/13 (CALL 2/05 @100)	02/05/2003	07/17/2009	42,000.00	100,000.00	-58,000.00
50000. FEDERAL FARM CR BKS CONS 5.990% DUE 09/08/17 (CALL 9/09 @100)	01/09/2008	09/08/2009	50,000.00	51,375.00	-1,375.00
50000. FEDERAL HOME LN BKS 5.500% DUE 10/19/16 (CALL 10/09 @100)	02/07/2008	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

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