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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

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 , 20

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation Adele A & Harold J Westbrook Foundation		A Employer identification number 57-1075664
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) 804-594-0187
	City or town, state, and ZIP code Midlothian VA 23113		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, col. (c), line 16) \$ 1,449,149		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 page 11 of 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 (attach schedule)	10,882			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	92,015	92,015		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	21,778			
	b Gross sales price for all assets on line 6a 46,745				
	7 Capital gain net income (from Part IV, line 2)		21,778		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	124,675	113,793	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	40,250	16,100		24,150
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	630	315		315
	c Other professional fees (attach schedule)	150	150		
	17 Interest. Accrued Bond Interest	1,498	1,498		
	18 Taxes (attach schedule) (see page 14 of the instructions)	5,079	1,232		1,847
	19 Depreciation (attach schedule) and depletion	206	82		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	3,561	1,464		2,097
	24 Total operating and administrative expenses. Add lines 13 through 23	51,374	20,841	0	28,409
	25 Contributions, gifts, grants paid	51,000			51,000
26 Total expenses and disbursements. Add lines 24 and 25	102,374	20,841	0	79,409	
27 Subtract line 26 from line 12	22,301				
a Excess of revenue over expenses and disbursements		92,952			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			0		

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	258,040	87,389	87,389
	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 page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	289,088	283,654	320,953
	c Investments—corporate bonds (attach schedule)	1,015,721	1,214,434	1,040,294
	11 Investments—land, buildings, and equipment basis ▶			
Liabilities	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ 2,620			
	Less accumulated depreciation (attach schedule) ▶ 2,107	719	513	513
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,563,568	1,585,990	1,449,149
	17 Accounts payable and accrued expenses	0	0	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and 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	
Net Assets or Fund Balances	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			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,563,568	1,585,990	
	30 Total net assets or fund balances (see page 17 of the instructions)	1,563,568	1,585,990	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,563,568	1,585,990	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,563,568
2 Enter amount from Part I, line 27a	2	22,301
3 Other increases not included in line 2 (itemize) ▶ Adj to Pfizer basis	3	121
4 Add lines 1, 2, and 3	4	1,585,990
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,585,990

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 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Occidental Pete - 290 shs	D	9/3/2009	9/9/2009
b Wyeth - 502.8289 shs	D	Various	Various
c Pfizer	D	Various	11/3/2009
d American International	D	Various	7/20/2009
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 21,601		10,882	10,719
b 25,123		14,085	11,038
c 8		0	8
d 13		0	13
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	21,778
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of 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 (col. (b) divided by col. (c))
2008	110,067	1,685,474	0.0653
2007	159,358	1,680,428	0.0948
2006	190,377	1,654,185	0.1151
2005	113,710	1,631,700	0.0697
2004	81,195	1,660,115	0.0489

2 Total of line 1, column (d)	2	0.3938
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	0.0788
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,216,241
5 Multiply line 4 by line 3	5	95,840
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	930
7 Add lines 5 and 6	7	96,770
8 Enter qualifying distributions from Part XII, line 4	8	79,409

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a 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 instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	1,859
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3 Add lines 1 and 2	3	1,859
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,859
6 Credits/Payments:		
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	3,387
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	3,387
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	1,528
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☐ 1,528 Refunded ☐	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a 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 page 19 of 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
4a 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, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ South Carolina and Virginia		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <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 on page 27)? <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

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 page 20 of the 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 ▶ N/A	13	X	
14	The books are in care of ▶ Joan Clarke Telephone no ▶ 804-594-0187 Located at ▶ 3512 Robious Forest Way, Midlothian, VA ZIP+4 ▶ 23113			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			

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

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

	Yes	No
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	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? ☐ Yes ☒ No If "Yes," list the years ▶ 20 , 20 , 20 , 20		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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

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 page 22 of the 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d)
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- 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? ☐ Yes ☒ No

5b N/A

6b X

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 page 22 of the 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
Edward J Westbrook 2659 Parish Landing, Mt Pleasant SC	President/Treasurer/Director 2	0	0	0
Harold J Westbrook 2855 Doty Dr, Arroyo Grande CA 93420	Vice President/Director 1	0	0	0
Charles j Westbrook 54 Pleasant Run, Kinnelon NJ 07405	Vice President/Director 1	0	0	0
Richard J Westbrook 6454 Deerfield Dr, New Hope PA 18938	Vice President/Director 1	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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

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 page 23 of the 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 ▶

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 page 23 of the 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 page 24 of the instructions.	
3	
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,151,769
b	Average of monthly cash balances	1b	82,788
c	Fair market value of all other assets (see page 24 of the instructions)	1c	205
d	Total (add lines 1a, b, and c)	1d	1,234,762
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,234,762
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see page 25 of the instructions)	4	18,521
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,216,241
6	Minimum investment return. Enter 5% of line 5	6	60,812

Part XI Distributable Amount (see page 25 of the 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	60,812
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,859
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,859
3	Distributable amount before adjustments Subtract line 2c from line 1	3	58,953
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	58,953
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	58,953

Part XII Qualifying Distributions (see page 25 of the 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	79,409
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	79,409
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 page 26 of the instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	79,409

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				58,953
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009				
a From 2004				1,993
b From 2005				34,840
c From 2006				111,718
d From 2007				78,169
e From 2008				28,288
f Total of lines 3a through e	255,008			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 79,409				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				58,953
e Remaining amount distributed out of corpus	20,456			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	275,464			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the 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 page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	1,993			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	273,471			
10 Analysis of line 9				
a Excess from 2005				34,840
b Excess from 2006				111,718
c Excess from 2007				78,169
d Excess from 2008				28,288
e Excess from 2009				20,456

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter $\frac{3}{4}$ of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)**1 Information Regarding Foundation Managers:**

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

Edward J Westbrook

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed
Ms Joan Clarke, The Adele A and Harold J Westbrook Foundation, Inc.
P O Box 664, Midlothian, VA 23113

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

The Grant Application and Guidelines are attached

- c** Any submission deadlines
None

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
Donee must be a public charity, exempt under Section 501(c)(3) of the Internal Revenue Code

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 Please See Attachment		Public		51,000
Total			3a	51,000
b Approved for future payment None				
Total			3b	0

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)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
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					
4	Dividends and interest from securities			14	92,015	
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	21,778	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)		0		113,793	0
13	Total. Add line 12, columns (b), (d), and (e)				13	113,793

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

[illegible]

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

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Joan W. Clarke
Signature of officer or trustee

02/26/10
Date

Corporate Secretary
Title

Sign Here

**Paid
Preparer's
Use Only**

Preparer's
signature

► London Light

Date _____

2/18/2010

Check if self-employed ☒

Preparer's identifying
number (see **Signature** on
page 30 of the instructions)

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

Kendon Light, E.A.
6230 Byrd Farm Rd, Hickory, NC

EIN ►

Phone no 304-283-3701

28602

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

Employer identification number

Adele A & Harold J Westbrook Foundation

57-1075664

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33⅓% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Adele A & Harold J Westbrook Foundation

Employer identification number

57-1075664

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Edward J Westbrook 2659 Parish Landing Mt Pleasant, SC 29466	\$ 21,601	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Adele A and Harold J Westbrook Foundation
Attachment to Form 990-PF

EIN: 57-1075664
For Year ended December 31, 2009

Part I - Line 16c - Other Professional Fees:

	<u>Books</u>	<u>4940 Tax</u>	<u>Exempt</u>
Stockbroker Fee	150	150	

Part I - Line 18 - Taxes:

Payroll Taxes	3,079	1,232	1,847
IRC 4940 Tax	<u>2,000</u>	<u>-</u>	<u>-</u>
Total Taxes	5,079	1,232	1,847

Part I - Line 19- Depreciation Expenses & Part II - Line 14 - Equipment:

<u>Description</u>	<u>Acq Date</u>	<u>Cost</u>	<u>Method</u>	<u>Conv/Life</u>	<u>Prior Depr</u>	<u>2008 Depr</u>
Office Chair	10/29/1999	400	SL	HY 7	400	-
Desk, Hutch, Table	12/1/1999	1,192	SL	HY 7	1,192	-
HP Computer	4/26/2007	559	SL	HY 5	168	112
22" Monitor	4/26/2007	196	SL	HY 5	59	39
Cannon Laser Printer	9/2/2007	<u>273</u>	SL	HY 5	<u>82</u>	<u>55</u>
Totals		2,620			1,901	206

Part I - Line 23 - Other Expenses:

	<u>Books</u>	<u>4940 Tax</u>	<u>Exempt</u>
State Corporation Commission	25	-	25
Foundation Dues	500	250	250
Postage	213	85	128
Telephone/Internet	2,601	1,040	1,561
Supplies	<u>222</u>	<u>89</u>	<u>133</u>
Total Other Expenses	3,561	1,464	2,097

Adele A and Harold J Westbrook Foundation
Attachment to Form 990-PF

EIN: 57-1075664
For Year ended December 31, 2009

Part II - Line 10b - Corporate Stocks:

<u>Description</u>	<u>Amount</u>
AT & T - 662 shs	10,143
Amer Intl Group - 46 shs	5,768
BP - 500 shs	5,793
Cohen & Steers REIT & Pfd Income Fd - 2100 shs	55,084
Dow Chemical - 1425 shs	28,637
Eaton Vance ENH EQ Income Fund - 2625 shrs	54,974
General Electric - 1300 shrs	40,259
Intel - 1000 shs	29,859
Intl Business Machines - 300 shs	6,642
JPMorgan Chase - 978 shs	12,375
Eli Lilly - 500 shs	15,944
Pfizer - 494.8164 sh	8,652
Wal Mart Stores - 500 shs	9,524
Total Corporate Stocks	283,654

Part II - Line 10c - Corporate Bonds:

<u>Description</u>	<u>Amount</u>
AT & T - 6.375%, due 2/15/56	50,000
American Intl Group - 6.45%, due 6/15/77	50,000
Bank of America - 8.625%, Pfd Ser 8	50,158
General Electirc Cap - 6.45%, due 6/15/46	50,000
General Electirc Cap - 6.0%, due 4/24/47	25,000
Goldman Sachs Group - 3.75% flr Pfd	39,649
Health Care Pty Invest - Srs F - 7.1%	50,000
Health Care Pty Inv - Ser E - 7.25%	50,000
MetLife - 4.0%, flr Pfd	40,225
Morgan Stanley Cap VIII - 6.45%, due 4/15/67	25,000
MetLife - 5.875%, due 11/21/33	39,890
BNY Capital Trust IV - 6.875%, Pfd Ser E	39,546
Lehman Bros Hldg - Pfd - 6.0%, due 4/22/53	50,000
Preferred Plus - Ser FMC-1 - 8.25%, due 7/16/31	48,851

Adele A and Harold J Westbrook Foundation
Attachment to Form 990-PF

EIN: 57-1075664

For Year ended December 31, 2009

<u>Description</u>	<u>Amount</u>
JP Morgan Chase Cap XIV - 6.2%, Pfd	39,403
PPL Energy Supply - 7.0%, due 7/15/46	50,000
Public Storage - Pfd, Ser L - 6.75%	50,000
Realty Income - Cl D - 7.375%	50,000
Pioneer High Income Tr	55,194
Eaton Vance Duration Income Fd	49,636
Nuveen Qual Pref Inc 2	55,342
Blackrock Duration Income Tr	49,195
Pimco Floating Rate Income Fd	49,818
Flaherty & Crumrine/Claymore Pfd Inc Fd	54,997
Eaton Vance Flt-Rt Income Trust	54,590
Blackrock Pfd Inc Strat	<u>47,940</u>
 Total Corporate Bonds	 1,214,434

Part VIII - Officers, Directors, etc:

<u>Name/Address</u>	<u>Title/Hrs</u>	<u>Compensation</u>	<u>Benefits</u>	<u>Allowance</u>
Joan W Clarke 3512 Robious Forest Way Midlothian, VA 23113	Secretary/ Executive Director 40 hrs	40,250	3079	0

Adele A and Harold J Westbrook Foundation
Attachment to Form 990-PF

EIN: 57-1075664
For Year ended December 31, 2009

Part XV - Line 3a - Contributions Paid:

<u>Donee</u>	<u>Status</u>	<u>Amount</u>	<u>Purpose</u>
A Child's Haven, Inc. 1124 Rutherford Road Greenville, SC 29609	Public	1,000	Operating Expenses
Boy Scout Troop 729 729 West 181st Street New York, NY 10033	Public	1,000	Trip to Harian's Wall in Scotland
Broward Partnership for the Homeless, Inc. 920 NW 7 Avenue Fort Lauderdale, FL 33311	Public	1,000	Operating Expenses
Chesapeake Service Systems, Inc. 1100 Executive Boulevard Chesapeake, VA 23320	Public	1,000	Operating Expenses
Children's Center, Inc. 145 Mathews Drive Hilton Head, SC 29926	Public	1,000	Operating Expenses
East Cooper Community Outreach 1145 Six Mile Road Mt. Pleasant, SC 29466	Public	20,000	Operating Expenses
Families of the Wounded Fund, In P O Box 330 Midlothian, VA 23113	Public	1,000	Operating Expenses
Food for the Poor 6401 Lyons Road Coconut Creek, FL 33073	Public	2,000	Operating Expenses

Adele A and Harold J Westbrook Foundation EIN: 57-1075664
Attachment to Form 990-PF For Year ended December 31, 2009

Friends Association for Children 1004 Saint John Street Richmond, VA 23220	Public	1,000	Operating Expenses
Frontier Horizon, Inc. P O Box 4429 Virginia Beach, VA 23454	Public	1,000	Organic Greenhouse for the Fontanka Orphanage in Ukraine
Gateway Homes of Greater Richmond, Inc. 11901 Reedy Branch Road Chesterfield, VA 23838	Public	1,000	Operating Expenses
From the Heart 1425 Crawford Wood Place Midlothian, VA 23114	Public	1,000	Operating Expenses
The Helping Hands of Clemson, Inc. 167 Brookbend Road Central, SC 29633	Public	1,000	Operating Expenses
The Innocent Justice Foundation 470 East Broadway, C-1 Long Beach, NY 11561	Public	2,000	Operating Expenses
Jackson Field Homes Incorporated 546 Walnut Grove Drive Jarratt, VA 23867	Public	1,500	Operating Expenses
McCormick Childrens Home, Inc. 146 Tomb Road McCormick, SC 29835	Public	1,000	Operating Expenses
Our Lady of Fatima Church (Part of Catholic Church Group Ruling) Navajo Route 7 Chinle, AZ 86503	Public	1,000	Operating Expenses

Adele A and Harold J Westbrook Foundation

Attachment to Form 990-PF

For Year ended December 31, 2009

Oxfam America, Inc. 226 Causeway Street, 5th Floor Boston, MA 92114	Public	1,000	Operating Expenses
Piedmont Search and Rescue 12311 Pleasant Run Court Richmond, VA 23233	Public	1,000	Operating Expenses
Pregnancy Center and Clinic of the Low Country, Inc. 1 Cardinal Road, Suite 1 Hilton Head Island, SC 29926	Public	1,000	Operating Expenses
Project Salvador Crafts P O Box 300105 Denver, CO 80203	Public	2,000	Provide Water & Sewage for the Medical Clinic Immaculate Con- ception in San Pedro, El Salvador
Pugs N Pals P O Box 9343 Newport Beach, CA 92658	Public	1,000	Operating Expenses
St Mary's Catholic Church (Part of Catholic Church Group Ruling) 9505 Gayton Road Richmond, VA 23229	Public	1,500	Twin Parish in Los Palis, Haiti
South Carolina First Steps to School Readiness Board of Trustees 126 Willis Plaza Gaffney, SC 29342	Public	1,000	Imagination Library Program
Sunrise Center, Inc. 1508 Front Street Richlands, VA 24641	Public	1,000	Operating Expenses
Victory Junction Gang Camp, Inc. 4500 Adam's Way Randleman, NC 27317	Public	1,000	<i>Operating Expenses</i>

Adele A and Harold J Westbrook Foundation

Attachment to Form 990-PF

For Year ended December 31, 2009

Waccamaw Youth Center, Inc. 301 Padgett Lane Conway, SC 29526	Public	1,000	Operating Expenses
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Wings for Kids 3347 Rivers Avenue North Charleston, SC 29405	Public	<u>1,000</u>	Operating Expenses
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Total Grants Paid		51,000	
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THE ADELE A. AND HAROLD J. WESTBROOK FOUNDATION, INC.

GRANT GUIDELINES- 2009

The Adele A. and Harold J. Westbrook Foundation, Inc., is a small private foundation established to provide grants, gifts and/or contributions to qualifying tax-exempt public charities, to support general charitable programs based in the United States. The Board of Directors sets policy and the Foundation is managed on a day-to-day basis by the Executive Director. The Board of Directors reviews grant applications that have been selected by the Executive Director as appropriate agencies, which reflect the charitable desires of the foundation. The Foundation's goals are to seek out and assist organizations that care for the needy in society, including those who cannot speak for themselves, victims of disasters and those whom the Foundation identifies over the years as appropriate beneficiaries in need of assistance. The Foundation will consider grant requests from appropriate public charity agencies that will benefit the widest spectrum of the public and special purpose programs, including those humane concerns which may be considered appropriate by the Board of Directors.

POLICIES AND INTERESTS:

- **Grants are made only to organizations that have current tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and have been classified as "not a private foundation" as defined under section 509(a) of the Internal Revenue Code (public charities). A copy of the latest IRS status letter must be attached to the application form when submitted.**
- **In order for a grant request to be considered by the Foundation, the applying agency must complete the three page application form which can be obtained from the Executive Director by written request to the following address: The Adele A. and Harold J. Westbrook Foundation, Inc., P. O. Box 664, Midlothian, VA 23113. All requests for applications must be made well in advance of the July 31st deadline for the current year, since that deadline will preclude any further requests for applications for that year. No inquiries will be accepted after July 31st each year.**

- **Generally, most grants will be designed for smaller organizations that operate in a cost efficient manner and may benefit from modest contributions. Most grants will be small, reflecting the Foundation's limited budget.**
- The deadline for grant applications for the year 2009 is July 31, 2009. All applicants are encouraged to submit proposals well in advance of this date. It is likely that grants for the year 2009 will be awarded toward the end of the year. In the discretion of the Board, grants may be awarded to qualifying organizations without the necessity of a formal grant application. Such action will be taken when the Board is satisfied that the organization and activity to be supported are compatible with and further the goals of the Foundation.
- During the review process, the Executive Director may research your request through telephone inquiries, meetings or site visits. The Foundation prefers to initiate site visits, if needed, and generally discourages pre-application meetings. Organizations will be notified as to the status of each proposal after all screenings and evaluations have been completed.
- The Foundation will not make grants intended directly or indirectly to support candidates for political office or to influence legislation.
- The Board of Directors will review the final candidates for funding. The Board will select a limited number of proposals for funding that addresses most effectively the issues to which the board has given priority.

**THE ADELE A. AND HAROLD J. WESTBROOK
FOUNDATION, INC.**

P. O. BOX 664

MIDLOTHIAN, VA 23113

TEL: (804) 594-0187 FAX: (804) 594-0193

APPLICATION FORM - 2009

The purpose of the Adele A. and Harold J. Westbrook Foundation, Inc., is to provide grants, gifts and/or contributions to qualifying tax exempt organizations in support of general charitable programs throughout the United States. The Foundation will consider grant requests from appropriate agencies that will benefit the widest spectrum of the public, from education of young children to providing housing, food and medical care for those in need, and from time to time, special purpose programs, including those humane concerns which may be considered appropriate by the Board of Directors.

In order for a grant request to be considered by the Foundation, the applying organization must be eligible by qualifying as a tax-exempt organization under Internal Revenue Code Section 501(c)(3) and classified as "not a private foundation" as defined under section 509(a).

Applicants for grants must complete this application form and submit a copy of the applicant's LATEST ruling letter from the IRS establishing its current tax-exempt status and showing the applicant's tax ID number.

ABOUT THE APPLICANT

This section pertains to the eligible institution that is applying for the grant and accepting financial responsibility for any funds received.

NAME: _____

STREET ADDRESS: _____

P. O. BOX ADDRESS: _____

TELEPHONE: _____

CHIEF ADMINISTRATIVE OFFICER: _____

ORGANIZATION SUMMARY:

In the space provided, give a **short** statement of the purpose, size and history of the applying organization and a **description of the program** for which you are seeking funding.

GENERAL INFORMATION ABOUT THE PROGRAM:

Program Title: _____

Beginning and ending dates: _____

Program Director's Name: _____

Title: _____

Address: _____

Telephone: _____

Total Annual Agency Budget \$ _____

Percentage of Budget used for Administrative Costs% _____

Total Budget for this Program \$ _____

POTENTIAL FUNDING:

What funds from other private or public sources have been received or are under consideration for this program?

RECEIVED

UNDER CONSIDERATION

FUTURE FUNDING:

If the program is to continue beyond the grant period, what are the plans for funding the program upon expenditure of this grant?

PLEASE NOTE THAT A COPY OF THE APPLICANT'S LATEST RULING LETTER FROM THE IRS ESTABLISHING ITS TAX STATUS AND SHOWING ITS TAX ID NUMBER MUST BE ATTACHED TO THIS APPLICATION.

Signature of Authorized Person:

My signature certifies that the organization named above has **CURRENT** tax-exemption under the Internal Revenue Service Code section 501(c)(3) and is classified as "not a private foundation" as defined under section 509(a) AND THAT THE ATTACHED RULING LETTER IS THE LATEST COMMUNICATION FROM THE IRS RELEVANT TO OUR TAX STATUS. My signature is made as one who is authorized to do so on behalf of the applying organization.

Approval of Board Chairman or Executive Officer

PLEASE PRINT YOUR NAME AND TITLE

DATE