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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****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 **FEB 1, 2009**, and ending **JAN 31, 2010**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 THE TITMUS FOUNDATION		A Employer identification number 54-6051332
	Number and street (or P O box number if mail is not delivered to street address) POST OFFICE BOX 10		B Telephone number (804) 265-5834
	City or town, state, and ZIP code SUTHERLAND, VA 23885		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 ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 19,879,853. (Part I, column (d) must be on cash basis)			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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))		(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					
	2 Check ☒ if the foundation is not required to attach Sch. B					
	3 Interest on savings and temporary cash investments	174,564.	174,564.		STATEMENT 1	
	4 Dividends and interest from securities	486,432.	486,432.			
	5a Gross rents	2,800.	2,800.		STATEMENT 2	
	b Net rental income or (loss)	2,800.				
	6a Net gain or (loss) from sale of assets not on line 10	<830,722.>				
	b Gross sales price for all assets on line 6a	642,143.				
	7 Capital gain net income (from Part IV line 2)		0.			
	8 Net short-term capital gain					
	9 Income modifications					
Operating and Administrative Expenses	10a Gross sales less returns and allowances					
	b Less Cost of goods sold					
	c Gross profit or (loss)					
	11 Other income	9,883.	5,956.	3,927.	STATEMENT 3	
	12 Total Add lines 1 through 11	<157,043.>	669,752.	3,927.		
	13 Compensation of officers, directors, trustees, etc.	113,600.	47,320.	0.	66,280.	
	14 Other employee salaries and wages	36,683.	18,216.	0.	18,467.	
	15 Pension plans, employee benefits					
	16a Legal fees					
	b Accounting fees	STMT 4	6,000.	2,400.	0.	3,600.
	c Other professional fees	STMT 5	80.	32.	0.	48.
17 Interest						
18 Taxes	STMT 6	16,343.	8,167.	0.	8,176.	
19 Depreciation and depletion		2,778.	2,778.	0.		
20 Occupancy		8,942.	3,577.	0.	5,365.	
21 Travel, conferences, and meetings		942.	0.	0.	942.	
22 Printing and publications						
23 Other expenses	STMT 7	29,325.	12,555.	0.	16,699.	
24 Total operating and administrative expenses Add lines 13 through 23		214,693.	95,045.	0.	119,577.	
25 Contributions, gifts, grants paid		1,048,939.			1,048,939.	
26 Total expenses and disbursements Add lines 24 and 25		1,263,632.	95,045.	0.	1,168,516.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		<1,420,675.>				
b Net investment income (if negative enter -0-)			574,707.			
c Adjusted net income (if negative, enter -0-)				3,927.		

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	559,183.	25,678.	25,678.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 3,543,800.			
	Less: allowance for doubtful accounts ▶	3,407,414.	3,543,800.	3,543,800.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	8,669,816.	7,650,731.	15,084,022.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶ 257,271.				
Less: accumulated depreciation ▶	258,961.	257,271.	1,201,900.	
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶ 82,758.				
Less: accumulated depreciation STMT 9 ▶ 58,305.	27,231.	24,453.	24,453.	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	12,922,605.	11,501,933.	19,879,853.	
Liabilities	17 Accounts payable and accrued expenses	666.	669.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	666.	669.	
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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	12,921,939.	11,501,264.	
30 Total net assets or fund balances	12,921,939.	11,501,264.		
31 Total liabilities and net assets/fund balances	12,922,605.	11,501,933.		

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	12,921,939.
2 Enter amount from Part I, line 27a	2	<1,420,675.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	11,501,264.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,501,264.

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 SEE ATTACHED SHEET		P	VARIOUS	VARIOUS
b CAPITAL GAINS DIVIDENDS				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 604,504.		1,472,865.	<868,361.>
b 37,639.			37,639.
c			
d			
e			

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

(i) F.M.V. 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			<868,361.>
b			37,639.
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	<830,722.>
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). If (loss), enter -0- in Part I, line 8		3	N/A

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 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	1,352,376.	23,528,316.	.057479
2007	1,259,252.	28,022,553.	.044937
2006	1,324,602.	26,440,741.	.050097
2005	1,178,588.	26,557,670.	.044378
2004	1,040,383.	24,035,947.	.043284

2 Total of line 1, column (d)	2	.240175
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	.048035
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	18,723,295.
5 Multiply line 4 by line 3	5	899,373.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,747.
7 Add lines 5 and 6	7	905,120.
8 Enter qualifying distributions from Part XII, line 4 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.	8	1,168,516.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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	5,747.
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	0.
3 Add lines 1 and 2		3	5,747.
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	5,747.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	28,381.	
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	28,381.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	22,634.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☒ 22,634. 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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		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? If "Yes," attach a detailed description of the activities		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? If "Yes," attach a conformed copy of the changes		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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see 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? If "No," attach explanation	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► **N/A**

14 The books are in care of ► **EDWARD B. TITMUS** Telephone no ► **(804) 265-5834**
 Located at ► **SUTHERLAND, VA** ZIP+4 ► **23885**

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** **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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No	
If "Yes," list the years ►		
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 instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
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)	N/A	3b
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)?

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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

6b

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

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?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		113,600.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	13,965,588.
b	Average of monthly cash balances	1b	202,448.
c	Fair market value of all other assets	1c	4,840,385.
d	Total (add lines 1a, b, and c)	1d	19,008,421.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	19,008,421.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	285,126.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,723,295.
6	Minimum investment return Enter 5% of line 5	6	936,165.

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	936,165.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	5,747.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,747.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	930,418.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	930,418.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	930,418.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,168,516.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,168,516.
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	5	5,747.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,162,769.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				930,418.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			1,164,310.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 1,168,516.				
a Applied to 2008, but not more than line 2a			1,164,310.	
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				4,206.
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))	0.			0.
6 Enter the net total of each column as indicated below				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
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 instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				926,212.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
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				

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

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

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:
(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

[illegible]

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 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).)

NONE

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed:

EDWARD B. TITMUS, THE TITMUS FOUNDATION, (804) 265-5834
P.O BOX 10, SUTHERLAND, VA 23885

b. The form in which applications should be submitted and information and materials they should include:

A FORMAL APPLICATION IS NOT REQUIRED

c Any submission deadlines:

THERE ARE NO SUBMISSION DEADLINES

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

THERE ARE NO RESTRICTIONS OR LIMITATIONS

Part XV	Supplementary Information (continued)
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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 ATTACHED SCHEDULE		SEE ATTACHED SCHEDULE	SEE ATTACHED SCHEDULE	SEE ATTACHED SCHEDULE	1048939.
Total					1048939.
b Approved for future payment NONE					
Total					0.

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		X
(2) Other assets		X
b Other transactions.		
(1) Sales of assets to a noncharitable exempt organization		X
(2) Purchases of assets from a noncharitable exempt organization		X
(3) Rental of facilities, equipment, or other assets		X
(4) Reimbursement arrangements		X
(5) Loans or loan guarantees		X
(6) Performance of services or membership or fundraising solicitations		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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.

Sign Here

Signature of officer or trustee Edward B. Titmus

Date _____

Title

Preparer's signature 

Date 6/8/10

Check if self-employed ☐

Preparer's identifying number

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

MITCHELL, WIGGINS & COMPANY LLP
100 FLANK ROAD
PETERSBURG, VA 23805-9152

EIN ▶	
Phone no	804-733-5566

Form **990-PF** (2009)

2009 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	TYPEWRITER IBM	013181	SL	5.00	16	1,076.			1,076.	1,076.		0.
2	AIR CONDITIONER	082085	SL	5.00	16	406.			406.	406.		0.
3	FILE CABINET	072987	SL	10.00	16	138.			138.	138.		0.
4	DRAPERIES	072793	SL	10.00	16	856.			856.	856.		0.
5	CABINETS FOR OFFICE	081093	SL	10.00	16	1,466.			1,466.	1,466.		0.
6	CARPET & BLINDS	081393	SL	10.00	16	1,895.			1,895.	1,895.		0.
7	LATERAL FILE 4 DR	090293	SL	10.00	16	939.			939.	939.		0.
8	COAT RACK	090293	SL	10.00	16	195.			195.	195.		0.
9	SIDE CHAIRS 6	090293	SL	10.00	16	3,390.			3,390.	3,390.		0.
10	TELEPHONE SYSTEM	011194	SL	10.00	16	4,609.			4,609.	4,609.		0.
11	ELECTRIC RANGE	022294	SL	10.00	16	652.			652.	652.		0.
12	REFRIGERATOR	022294	SL	10.00	16	1,282.			1,282.	1,282.		0.
13	TILT TOP ROUND TABLE	120296	SL	10.00	16	977.			977.	977.		0.
14	AMERICAN CHEST	120296	SL	10.00	16	8,047.			8,047.	8,047.		0.
15	WALNUT DESK	120296	SL	10.00	16	4,598.			4,598.	4,598.		0.
16	CHIPPENDALE CHAIR	120296	SL	10.00	16	690.			690.	690.		0.
17	WALNUT CANDLE STAND	120296	SL	10.00	16	460.			460.	460.		0.
18	OFFICE FURNITURE	031897	SL	10.00	16	1,563.			1,563.	1,563.		0.

928102
06-24-08

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2009 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
19	OFFICE CABINETS	042701	SL	10.00	16	3,625.			3,625.	2,721.		363.
20	DELL DIMENSION 8300 COMPUTER	093003	SL	10.00	16	1,950.			1,950.	1,170.		195.
21	FARM HOUSE RENOVATION	090293	SL	39.00	16	11,172.			11,172.	4,402.		286.
22	LANDSCAPING	013195	SL	20.00	16	11,696.			11,696.	8,188.		585.
23	WHIPPERNOCK NEW ROOF	080800	SL	39.00	16	10,368.			10,368.	2,250.		266.
24	AIR CONDITIONING UNIT CK30	050901	SL	39.00	16	1,350.			1,350.	269.		35.
25	OFFICE FURNITURE	040105	SL	7.00	16	2,624.			2,624.	1,437.		375.
26	GENERATOR	042606	SL	10.00	16	6,734.			6,734.	1,851.		673.
* TOTAL 990-PF PG 1 DEPR						82,758.		0.	82,758.	55,527.	0.	2,778.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
VARIOUS	174,564.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	174,564.

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
LAND - PRINCE GEORGE, VIRGINIA	1	2,800.
TOTAL TO FORM 990-PF, PART I, LINE 5A		2,800.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	5,908.	5,908.	0.
INCOME FROM SALE OF ASSETS	48.	48.	0.
2008 FEDERAL TAX REFUND	3,927.	0.	3,927.
TOTAL TO FORM 990-PF, PART I, LINE 11	9,883.	5,956.	3,927.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,000.	2,400.	0.	3,600.
TO FORM 990-PF, PG 1, LN 16B	6,000.	2,400.	0.	3,600.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER FEES	80.	32.	0.	48.
TO FORM 990-PF, PG 1, LN 16C	80.	32.	0.	48.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	11,282.	5,012.	0.	6,270.
REAL ESTATE TAXES	3,177.	1,271.	0.	1,906.
OTHER TAXES	1,884.	1,884.	0.	0.
TO FORM 990-PF, PG 1, LN 18	16,343.	8,167.	0.	8,176.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HEALTH INSURANCE	29,254.	12,555.	0.	16,699.
NON DEDUCTIBLE EXPENSES	71.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	29,325.	12,555.	0.	16,699.

FORM 990-PF	CORPORATE STOCK		STATEMENT 8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED SCHEDULE	7,650,731.	15,084,022.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,650,731.	15,084,022.	

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
TYPEWRITER IBM	1,076.	1,076.	0.
AIR CONDITIONER	406.	406.	0.
FILE CABINET	138.	138.	0.
DRAPERIES	856.	856.	0.
CABINETS FOR OFFICE	1,466.	1,466.	0.
CARPET & BLINDS	1,895.	1,895.	0.
LATERAL FILE 4 DR	939.	939.	0.
COAT RACK	195.	195.	0.
SIDE CHAIRS 6	3,390.	3,390.	0.
TELEPHONE SYSTEM	4,609.	4,609.	0.
ELECTRIC RANGE	652.	652.	0.
REFRIGERATOR	1,282.	1,282.	0.
TILT TOP ROUND TABLE	977.	977.	0.
AMERICAN CHEST	8,047.	8,047.	0.
WALNUT DESK	4,598.	4,598.	0.
CHIPPENDALE CHAIR	690.	690.	0.
WALNUT CANDLE STAND	460.	460.	0.
OFFICE FURNITURE	1,563.	1,563.	0.
OFFICE CABINETS	3,625.	3,084.	541.
DELL DIMENSION 8300 COMPUTER	1,950.	1,365.	585.
FARM HOUSE RENOVATION	11,172.	4,688.	6,484.
LANDSCAPING	11,696.	8,773.	2,923.
WHIPPERNOCK NEW ROOF	10,368.	2,516.	7,852.
AIR CONDITIONING UNIT CK30	1,350.	304.	1,046.
OFFICE FURNITURE	2,624.	1,812.	812.
GENERATOR	6,734.	2,524.	4,210.
TOTAL TO FM 990-PF, PART II, LN 14	82,758.	58,305.	24,453.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
EDWARD B. TITMUS SUTHERLAND, VA 23885	PRESIDENT 30.00	51,200.	0.	0.
WILLIAM D. ALLEN, III DINWIDDIE, VA 23841	VICE PRESIDENT/COUNSEL 1.00	400.	0.	0.
JOHN J. MULDOWNY RICHMOND, VA 23221	TREASURER 1.00	400.	0.	0.
EDWARD H. TITMUS, III SUTHERLAND, VA 23885	EXECUTIVE VICE-PRESIDENT 30.00	30,400.	0.	0.
KIMBERLY C. PRZYBYL RALEIGH, NC 276125215	SECRETARY 30.00	30,400.	0.	0.
WILLIAM A. YOUNG, JR. PETERSBURG, VA 23805	VICE PRESIDENT 1.00	400.	0.	0.
ANDREW J. WHITE PETERSBURG, VA 23805	VICE PRESIDENT 1.00	400.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		113,600.	0.	0.

The Titmus Foundation

01/31/10

54-6051332

Shares	Description	Acquired	Sold	Sales Price	Cost	Gain(Loss)
Long Term						
19,121 00	American Capital LTD	Various Long Term	12/10/09	54,384 65	371,525 52	(317,140 87)
10,000 00	Bank of America Corp	Various Long Term	05/12/09	123,933 43	310,992 97	(187,059 54)
5,000 00	Barclays Plc ADR	07/26/05	08/21/09	115,499 99	200,645 99	(85,146 00)
4,000 00	First Industrial Rty Tr	09/15/03	12/10/09	18,884 91	112,659 72	(93,774 81)
5,504 00	Nuebrger Brmn RI Est Sec	Various Long Term	12/10/09	15,586 58	42,282 16	(26,695 58)
18,586 00	Nuebrger RI Est Sec Fd	Various Long Term	10/28/09	55,758 00	228,658 23	(172,900 23)
5,000 00	Suntrust Banks Inc	Various Long Term	12/10/09	110,098 66	41,992 19	68,106 47
3,982 00	Wells Fargo & Co New	Various Long Term	08/12/09	110,358 25	164,108 32	(53,750 07)
	Total Long Term Sales			604,504 47	1,472,865 10	(868,360 63)
71,193	Grand Totals			604,504 47	1,472,865 10	(868,360 63)

Capital Gain Distributions from 1099-DIV

	Capital Gain	Non dividend
Scott & Stringfellow	39,188 98	
Cogdell Spencer Inc		2,502 50
DNP Select Income Fd Inc		1,963 83
Equity One Inc		5,997 09
Fairpoint Communications Inc		48 41
Neuberger Brmn Real Estate Sec		527 23
Nuveen Quality Preferred Income Fund		876 86
Nuveen Income and Growth Fd		172 82
Tortoise Energy Infra CP		8,640 00
Wash Real Estate Inv Tru		3,012 00
NuStar Energy LP	(1,550 00)	-
Totals	37,638 98	23,740 74

Timber Sales

Gross Proceeds	0 00
Selling expenses	0 00
Basis	0 00
Net gain on sale of timber	0 00

Total Capital Gains (830,721 65)

The Titmus Foundation, Inc.
February 2009 – January 31, 2010
54-6051332

<u>Date</u>	<u>Name & Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
09/01/09	A Grace Place Adult Care Center 8030 Staples Mill Rd., Richmond, VA 23228	C	Full-Time annual ser. for one adult	1,851.20
08/26/09	Alice Lloyd College 100 Purpose Rd., Pippa Passes, Kentucky 41844	E	Scholarships	5,000.00
03/03/09	American Heart Association	C	Jump Rope for Heart	250.00
07/13/09	American Red Cross-Southside Area Chapter 3267-A South Crater Rd., Petersburg, VA 23805	C	Disaster Services Program	5,000.00
02/18/10	American Red Cross-Southside Area Chapter 3267-A South Crater Rd., Petersburg, VA 23805	C	Haiti Earthquake Disaster Relief Fund	5,000.00
03/25/09	APVA-Fort Henry Branch 204 West Franklin St., Richmond, VA 23220-5012	C	General Support	1,000.00
06/03/09	Beech Branch Baptist Church Sardis, GA 30456	R	Memoriam	1,000.00
08/04/09	Bethany Kids 14460 White Top View, Abingdon, VA 24212-1297	C	Matching Grant	5,000.00
08/17/09	Bland Ministry Center 65 Seddon St., Bland, VA 24315	R	General Support	5,000.00
07/07/09	Blue Ridge Hospice 333 West Cork St., #405, Winchester, VA 22601	C	Needs relating to patient services	2,500.00
01/21/10	Boa Seaside Mission Fund 1120 Waverlyville Rd., Carmottsville, MD 21034	R	Haiti Earthquake Disaster Relief Fund	5,000.00
08/20/09	Boys & Girls Clubs of Bristol P.O. Box 1074, Bristol, VA 24203	C	General Support	2,500.00
08/04/09	Boys & Girls Clubs of Metro Richmond 5511 Staples Mill Rd., Ste 301, Richmond, VA 23228	C	Project Learn	5,000.00
04/09/09	Braille Circulating Library 2700 Stuart Ave., Richmond, VA 23220-3305	E	General Support	1,000.00
07/06/09	Breast Cancer Network of Strength Inc. 441-C Carlisle Dr., Herndon, VA 20170	C	General Support	2,500.00

04/09/09	Burke United Christian Ministries 305-B West Union St., Morganton, NC 28655	R	Crisis Ministry	1,000.00
05/28/09	CALS Dean's Fund for Excellence Campus Box 7645, Raliegh, NC 27695-7645	E	Smith-Lever Society	2,500.00
07/01/09	Camp Holiday Trails 400 Holiday Trails Lane, Charlottesville, VA 22903	C	Facility improvements	5,000.00
12/15/09	Campbell University P.O. Box 116, Buies Creek, NC 27506	E	5 th pmt. on \$500,000.00 pledge	100,000.00
08/20/09	Capital Hospice 6565 Arlington Blvd., Ste. 501, Falls Church, VA 22042	C	2009 Patient Care Program	2,000.00
02/04/09	Cares P.O. Box 1142, Petersburg, VA 23804	C	General Support	5,700.00
09/01/09	Center for High Blood Pressure 1200 West Cary St., Richmond, VA 23220	C	Preventive Med. treatment to the underserved & uninsured	3,500.00
08/26/09	Cerebral Palsy of Virginia 5825 Arrowhead Dr., Ste. 201, Virginia Beach, VA 23462	C	Community Activities	2,500.00
06/09/09	Chaplain Ser. of the Churches of VA, Inc. 2317 Westwood Ave., 103A, Richmond, VA 23230	R	Prison Ministry	5,000.00
05/20/09	Chesapeake Bay Foundation 6 Herndon Ave., Annapolis, Maryland 21403	C	2008/2009 pmts. toward matching grant	15,000.00
08/20/09	Chesterfield CASA, Inc. 9457 Amberdale Dr., Richmond, VA 23236	C	General Support	1,000.00
06/09/09	Children's Museum of Richmond 2626 West Broad St., Richmond, VA 23220	C	Scholarship Fund	1,000.00
07/16/09	Coalfield Water Development Fund P.O. Box 34, Big Stone Gap, VA 24219	C	To provide safe, affordable drinking water	5,000.00
07/13/09	Commonwealth Christian Academy 1101 Bainbridge St., Richmond, VA 23224	R	Matching Gift	5,000.00
09/01/09	Cooperative Baptist Fellowship of VA 3400 Brook Rd., Richmond, VA 23227	R	Missional Action Plan for students for FY 2009-2010	5,000.00
02/17/09	County of Dinwiddie-Sheriff's Department P.O. Box 120, Dinwiddie, VA 23841	C	To pur. new vehicle	5,000.00
07/08/09	Couples & Kids P.O. Box 1338, Forest, VA 24551	C	IPEP during 2009-2010	500.00

09/01/09	Cumberland College 6191 College Station Dr , Williamsburg, Kentucky 40769-1372	E	Workshop Assistance	5,000.00
03/11/09	Danville Science Center 677 Craghead St., Danville, VA 24541	E	Final pmt. on \$100,000. Pledge	25,000.00
12/17/09	Dare to Care Charities, Inc. P.O. Box 668, Blue Ridge, VA 24064	C	Final pmt. on \$50,000. pledge	10,000.00
06/03/09	Dinwiddie County Dept. of Social Services P.O. Box 107, Dinwiddie, VA 23841	E	Supplies for Success	1,000.00
07/17/09	Dinwiddie County High School 11501 Boisseau Rd., Dinwiddie, VA 23841	E	To pur. a GUN 6000 Shooting Machine	2,225.00
08/20/09	Dinwiddie Lions Club P.O. Box 542, Dinwiddie, VA 23841	C	To help the poverty stricken residents of Din. Co.	2,000.00
01/27/10	Doctors Without Borders 333 7 th Avenue, 2 nd Floor, New York NY 10001	C	Post Earthquake Disaster Relief Fund	5,000.00
06/09/09	Dolphin Volunteer Fire Department 7509 Liberty Rd., Dolphin, VA 23843	C	Building Addition Project	5,000.00
05/28/09	Elk Hill P.O. Box 99, Goochland, VA 23063	E	Literacy Across the Curriculum Program	5,000.00
12/17/09	Families of the Wounded Fund, Inc. 8603 Royal Birkdale Dr., Chesterfield, VA 23832-4400	C	2 nd pmt. on \$50,000. pledge	10,000.00
08/04/09	Fan Free Clinic, Inc. 1010 North Thompson St., Richmond, VA 23230	C	To assist with needs	5,000.00
09/22/09	Fellowship of Christian Athletes 320 Newcastle Dr., Colonial Heights, VA 23834	R	Appomattox Basin	5,000.00
06/09/09	First Baptist Church-Va. T. Anderson Mem. Class 236 Harrison St., Petersburg, VA 23803	R	Va. T. Anderson Mem. Bible Class trip for youth	1,950.00
06/03/09	First McCoy Baptist Church Sardis, GA 30456	R	Memoriam	1,000.00
08/04/09	First Things First 5200 Grove Ave., Richmond, VA 23226	C	To strengthen families	2,500.00
04/24/09	Food Bank of Central & Eastern NC Inc. 3808 Tarheel Dr., Raleigh, NC 27609	C	General Support	5,000.00
06/03/09	ForKids Suffolk House P.O. Box 6044, Norfolk, VA 23508	C	Support for the Suffolk House	5,000.00

08/26/09	Fork Union Military Academy P.O. Box 278, Fork Union, VA 23055	E	Barracks Project	5,000.00
08/05/09	Foster Grandparent Program, Inc. 23 Seyler Dr., Petersburg, VA 23805	C	General Support	5,000.00
07/06/09	Freedom House 1201 Hull St., Richmond, VA 23224	C	General Support	5,000.00
07/06/09	Friends Association For Children 1004 Saint John St., Richmond, VA 23220-2500	C	Sup. of childcare quality improvements	2,500.00
08/18/09	Gateway Homes, Inc. P.O. Box 11303, Richmond, VA 23230	E	Life Skills & Education Program	10,000.00
01/25/10	Girl Scout Commonwealth Council of VA 7300 Hanover Green Dr., Mechanicsville, VA 23111	C	Membership Fees	1,200.00
06/17/09	Harnett Co. Historical Society Foundation P.O. Box 1329, Lillington, NC 27546	C	Campbell House	5,000.00
06/09/09	Henrico Education Foundation P.O. Box 23120, Henrico, VA 23223-0420	E	SPARC Stages class at Sandston Elementary School	5,000.00
07/07/09	Hilliard House 3900 Nine Mile Rd., Richmond, VA 23223	C	Cash match to HUD funds	1,000.00
05/28/09	Historic Richmond Foundation 4 East Main St., Suite 1-C, Richmond, VA 23219	C	Assistance in publishing the 2 nd book, sith the addition, on Church Hill	5,000.00
06/09/09	Historic Triangle Senior Center, Assoc. 5301 Longhill Rd., Williamsburg, VA 23188	C	General Support	500.00
08/27/09	Hospice of Wake County 3202 Northampton Rd., Raleigh, NC 27609	C	Sup. grieving children	2,500.00
06/09/09	Hospital Hospitality House 612 East Marshall St., Richmond, VA 23219	C	Family Assistance Program	5,000.00
07/08/09	House of Mercy, Inc. 701 Mercy Dr., Belmont, NC 28012	C	For caregivers & other operating expenses	2,000.00
04/09/09	IVNA 5008 Monument Ave., Richmond, VA 23230	C	Charity Care for Southside VA	5,000.00
04/09/09	Interfaith Adult Cay Care, Inc. 201 Walnut Boulevard, Petersburg, VA 23805	C	General Support	2,500.00

08/18/09	Jackson-Feild Homes 2800 Patterson Ave., Ste. 302, Richmond, VA 23221	E	Scholarships	50,000.00
07/08/09	Jamestown-Yorktown Foundation P.O. Box 3605, Williamsburg, VA 23187-3605	C	Sup. of the museums	5,000.00
07/01/09	Just Neighbors 5827 Columbia Pike, Ste. 320, Falls Church, VA 22041	C	To fund 1 community clinic	5,000.00
07/09/09	Kids Are Something Special 5732 Beargrass Lane, Raleigh, NC 27616	C	General Support	3,500.00
06/09/09	King College 1350 King College Rd., Bristol, TN 37620-2699	E	Nursing scholarship program	5,000.00
08/20/09	Legacy Hospice, Inc. 1963 Second St., Richlands, VA 24641	C	General Support	5,000.00
06/03/09	Marmora Baptist Church 2901 Exeter Mill Rd., Church Road, VA 23833	R	Building Fund	5,000.00
08/20/09	Mars Hill College P.O. Box 370, Mars Hill, NC 28754	E	To help preserve historic artifacts	5,000.00
12/17/09	Mary Baldwin College P.O. Box 1500, Staunton, VA 24402	E	4 th pmt. on \$100,000. pledge	20,000.00
07/01/09	Mary Carter Beacon House for Elderly & Handicapped Adults, Inc. 142 E. Wythe St., Petersburg, VA 23804	C	To subsidize fees for needy clients	2,500.00
07/08/09	Massanutten Regional Library 174 S. Main St., Harrisonburg, VA 22801	E	2009 Big Read Program	5,000.00
06/09/09	Manassas Museum Associates 9101 Prince William St., Manassas, VA 20110	C	"From Cows to Condos"	1,000.00
01/11/10	Meals on Wheels of Greater Lynchburg P.O. Box 1388, Lynchburg, VA 24505	C	General Support	5,000.00
07/07/09	Morehead Memorial Hospital Foundation 117 East Kings Highway, Eden, NC 27288-5201	C	Zoll Biphasic Defibrillator	5,000.00
08/04/09	Mountain Area Health Education Center 501 Biltmore Ave., Asheville, NC 28801-4686	E	Intensive prenatal care	5,000.00
05/28/09	Mount Olive College 634 Henderson St., Mount Olive, NC 28365	E	Fine Arts Village	2,500.00
03/30/09	Namozine Volunteer Fire & EMS, Inc. Company 4 3913 Pelham St., Petersburg, VA 23803	C	General Support	2,500.00

02/04/09	NC State Alumni Association Campus Box 7503, Raleigh, NC 27695-7503	E	Scholarships	5,000.00
03/06/09	N.C.S.U.-C.A.L.S. Campus Box 7645, Raleigh, NC 27690-6773	E	Titmus Found. Agric. Sch. End.	5,000.00
12/17/09	Oak Hill Academy 2635 Oak Hill Rd., Mouth of Wilson, VA 24363-3004	E	4 th pmt. on \$100,000. Pledge	20,000.00
01/19/10	One Great Hour of Sharing-Haiti Relief P.O. Box 851, Valley Forge, PA 19482	R	Haiti Earthquake Disaster Relief Fund	5,000.00
01/11/10	Petersburg Library Foundation P.O. Box 3435, Petersburg, VA 23805	E	To match Cameron Foundation Challenge Grant	100,000.00
06/29/09	Piedmont CASA P.O. Box 603, Charlottesville, VA 22902	C	To sup. court advocacy for abused & neglected children	1,000.00
08/20/09	Pregnancy Support Ctr. of the Tri-Cities 1360 East Washington St., Petersburg, VA 23803	C	To support work in the Tri-Cities Area	5,000.00
08/20/09	RAMPS 1114 Westbriar Dr., Ste. D, Richmond, VA 23238	C	General Support	2,500.00
08/18/09	Randolph-Macon College P.O. Box 5005, Ashland, VA 23005-5505	E	Challenge Gift	50,000.00
08/20/09	Rebuilding Together Petersburg Inc. 829 Commerce St., Petersburg, VA 23804	C	2010 Rebuilding Days Program	3,000.00
07/01/09	Richmond Boys Choir 200 South Third St., Richmond, VA 23219	C	General Support	2,500.00
05/28/09	St. Andrew's School 227 South Cherry St., Richmond, VA 23220	E	Scholarship Fund	4,500.00
08/20/09	St. Joseph's Villa 8000 Brook Rd., Richmond, VA 23227	C	1 st pmt. on \$100,000. pledge	25,000.00
04/03/09	St. Jude Children's Research Hospital 501 St. Jude Place, Memphis, TN 38105-1942	C	Research	1,000.00
11/20/09	St. Paul's College 115 College Dr., Lawrenceville, VA 23868	E	To establish the Annie Claudine Burton Education Scholarship Fund	100,000.00
06/03/09	Saint Joseph Elementary School 123 Franklin St., Petersburg, VA 23803	E	Replacement Windows	5,000.00

01/26/10	Samaritan's Purse P.O. Box 3000, Boone, NC 28607	C	Haiti Earthquake	5,000.00	Disaster Relief Fund
05/28/09	Scottish Rite Childhood Language Center 4202 Hermitage Rd., Richmond, VA 23227-3755	C	General Support	2,500.00	
06/03/09	Second McCoy Baptist Church Sardis, GA 30456	R	Memoriam	1,000.00	
12/17/09	Shenandoah University 1460 University Dr., Winchester, VA 22601-5195	E	3 rd pmt. on \$100,000. Pledge	20,000.00	
07/01/09	Sickle Cell Association, Inc. 861 Glenrock Rd., Ste. 120, Norfolk, VA 23541	C	Peer Educator Program	3,000.00	
01/25/10	Society of St. Andrew 3383 Sweet Hollow Rd., Big Island, VA 24526-3054	R	Food Distribution to the needy	800.00	
11/17/09	Southern Virginia University One University Hill Dr., Buena Vista, VA 24416	E	Final pmt. on \$20,000. pledge	5,000.00	
06/03/09	Special Olympics Virginia 3212 Skipwith Rd., Suite 100, Richmond, VA 23294	C	Programs in Petersburg & surrounding communities	5,000.00	
01/25/10	Stop Hunger Now, Inc. 2501 Clark Ave., Ste. 301, Raleigh, NC 27607-7213	C	Haiti Earthquake	3,000.00	Disaster Relief Fund
07/06/09	Strategies To Elevate People 1900 Chamberlayne Ave., Richmond, VA 23222	C	Summer Enrichment Program	2,500.00	
09/08/09	The Catholic University of America Washington, DC 20064	R	The Edward & Jessie Przybyl Scholarship	5,000.00	
05/29/09	The Chesapeake & Ohio Historical Society P.O. Box 417, Alderson, WV 24910	C	Completion of C & O Railway Heritage Center	5,000.00	
07/13/09	The Friends of Barnabas Foundation, Inc. 4373 Vauxhall Rd., Richmond, VA 23235	C	Honduras trip for 3 medical professionals	4,986.00	
07/10/09	The Genieve Shelter P.O. Box 1585, Suffolk, VA 23439	C	08/2009 Homeless Assist Day In Western Tidewater	5,000.00	
06/29/09	The Leukemia and Lymphoma Society 5511 Staples Mill Rd , Ste. 202B, Richmond, VA 23228	C	Medical Research	5,000.00	
01/25/10	The Salvation Army World Service Office International Disaster Relief Fund P.O. Box 620/28, Baltimore, MD 21263-0728	C	Haiti Earthquake	5,000.00	Disaster Relief Fund

07/06/09	The Virginia Home 1101 Hampton St., Richmond, VA 23220	C	To pur. 3 Welch Allyn Vital Signs Monitors	4,302.30
08/21/09	Therapeutic Horseback Riding Assn. 181 Willow Dr., Mars Hill, NC 28754	E	Scholarships	2,340.00
07/08/09	Tidewater Youth Services Foundation 2404 Airline Blvd., Portsmouth, VA 23701	E	Tutoring & literacy sup.	2,000.00
08/04/09	Union Baptist Church 3701 Namozine Rd., Church Road, VA 23833	R	Homecoming	200.00
12/17/09	UNC Lineberger Comprehensive Cancer Center University of North Carolina at Chapel Hill, Chapel Hill, NC 27599-7295	E	Cancer Research	20,000.00
01/15/10	United Methodist Council, Dept. of Relief 475 Riverside Dr., Room 230, New York, NY 10115	R	Haiti Earthquake Disaster Relief Fund	5,000.00
06/10/09	United Network for Organ Sharing 700 North 4 th St., Richmond, VA 23219	C	General Support	1,000.00
03/11/09	University of Richmond 28 Westhampton Way, University of Richmond, VA 23173	E	Titmus Found. Scholarship Endowment Fund	5,000.00
12/17/09	University of Virginia School of Nursing P.O. Box 800782, Charlottesville, VA 22908-0782	E	3 rd pmt. on \$100,000. Pledge	20,000.00
05/28/09	Va. Cooperative Ext.,-Dinwiddie 4-H Fund 13915-H Boydton Plank Rd., Dinwiddie, VA 23841	C	Dinwiddie Co. 4-H Program	5,000.00
01/15/10	Virginia Baptist Mission Board 2276 Finery Island Parkway, Richmond, VA 23294	R	Haiti Earthquake Disaster Relief Fund	5,000.00
12/17/09	VCU-Massey Cancer Center 401 College St , Richmond, VA 23298	E	Cancer Research	20,000.00
05/28/09	Virginia Forestry Educational Foundation 3808 Augusta Ave., Richmond, VA 23230-3910	E	Support for programs	3,000.00
02/04/09	Virginia Union University 1500 Lombardy St., Richmond, VA 23220	E	Founder's Day	5,000.00
05/29/09	Virginia United Methodist Assembly Center 707 Fourth St., Blackstone, VA 23824	R	2009 Annual Fund Drive	5,000.00
01/15/10	Woke Forest Presbyterian Church 12605 Capital Blvd., Wake Forest, NC 27587	R	Haiti Earthquake Disaster Relief Fund	5,000.00

04/20/09	Washington Street United Methodist Church 22 East Washington St., Petersburg, VA 23803	R	Restoration of the church edifice	5,000.00
07/29/09	West End Baptist Church Trustee 6506 Boydton Plank Rd., Petersburg, VA 23803	R	Shoes and underwear for Lee Co. at Powell River Bap. Association	2,058.60
03/06/09	William and Mary Annual Fund P O Box 1693, Williamsburg, VA 23187-9915	E	2008-2009 Fund for W & M	5,000.00
01/25/10	World Vision P O Box 10193, Tacoma, WA 98481-0193	C	Haiti Earthquake Disaster Relief Fund	5,000.00
07/10/09	YMCA of Greater Richmond 2 West Franklin St., Richmond, VA 23220	C	Bright Beginnings	2,500.00
08/04/09	Youngsville Womans Club Inc. P.O Box 122, Youngsville, NC 27596	C	Preservation of oldest church building	2,000.00
06/17/09	Zion Baptist Church 225 Byrne St , Petersburg, VA 23803-4239	R	2009 Summer Enrichment Program	5,000.00

Total as of 01/27/10

\$1,048,863.10

Total of (137) contributions as of 01/27/10

NuStar Energy L.P. 2009 K-1: Form 1065 \$76.00
Total Contributions \$1,048,939.10