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

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning **MAY 1, 2009**, and ending **APR 30, 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 CARUTHERS FOUNDATION, INC.	A Employer identification number 51-0248560
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 4600 NORTH FAIRFAX DRIVE, SUITE 1000	B Telephone number 703-524-8811
	City or town, state, and ZIP code ARLINGTON, VA 22203	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 931,455. (Part I, column (d) must be on cash basis.)	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I	Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	18,059.	18,059.		STATEMENT 1
	4 Dividends and interest from securities	13,257.	13,257.		STATEMENT 2
Revenue	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	47,904.			
	b Gross sales price for all assets on line 6a	570,513.			
	7 Capital gain net income (from Part IV, line 2)		47,904.		
	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)				
11 Other income					
	12 Total. Add lines 1 through 11	79,220.	79,220.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	8,995.	8,995.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	6,596.	6,596.		0.	
24 Total operating and administrative expenses. Add lines 13 through 23	15,591.	15,591.		0.	
25 Contributions, gifts, grants paid	145,500.			145,500.	
26 Total expenses and disbursements. Add lines 24 and 25	161,091.	15,591.		145,500.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	<81,871.>				
b Net investment income (if negative, enter -0-)		63,629.			
c Adjusted net income (if negative, enter -0-)				N/A	

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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	93,378.	89,529.	89,529.
	2 Savings and temporary cash investments	410,667.	261,428.	261,428.
	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 ▶			
	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			
	b Investments - corporate stock STMT 6	0.	261,647.	275,572.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 7	495,976.	292,388.	304,926.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	1,000,021.	904,992.	931,455.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	12,000.	5,000.	
	19 Deferred revenue	270.		
	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)	12,270.	5,000.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31.			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	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	987,751.	899,992.	
30 Total net assets or fund balances	987,751.	899,992.		
31 Total liabilities and net assets/fund balances	1,000,021.	904,992.		

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	987,751.
2 Enter amount from Part I, line 27a	2	<81,871.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	905,880.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	5,888.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	899,992.

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			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 570,513.		522,609.	47,904.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a			
b			
c			
d			
e			47,904.

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	47,904.
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	73,750.	1,012,508.	.072839
2007	126,600.	1,089,633.	.116186
2006	64,450.	888,094.	.072571
2005	52,950.	396,842.	.133428
2004	97,210.	247,419.	.392896

2 Total of line 1, column (d)	2	.787920
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	.157584
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	975,470.
5 Multiply line 4 by line 3	5	153,718.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	636.
7 Add lines 5 and 6	7	154,354.
8 Enter qualifying distributions from Part XII, line 4	8	145,500.

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

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

Table with 11 rows for excise tax calculations. Line 1: 1,273. Line 2: 0. Line 3: 1,273. Line 4: 0. Line 5: 1,273. Line 7: 0. Line 9: 1,273. Line 11: Refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns: Question, Yes, No. Row 1a: No. Row 1b: No. Row 1c: No. Row 2: No. Row 3: No. Row 4a: No. Row 4b: No. Row 5: No. Row 6: Yes. Row 7: Yes. Row 8a: VA. Row 8b: Yes. Row 9: No. Row 10: No.

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ JUSTIN MILLER Telephone no ▶ 703-524-8811 Located at ▶ 4600 N FAIRFAX DRIVE, SUITE 1000, ARLINGTON, VA ZIP+4 ▶ 22203			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) 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

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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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). N/A

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. N/A

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

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 8		0.	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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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	
3 All other program-related investments. See instructions	
Total. Add lines 1 through 3 ▶	0.

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	532,978.
b	Average of monthly cash balances	1b	457,347.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	990,325.
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	990,325.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,855.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	975,470.
6	Minimum investment return. Enter 5% of line 5	6	48,774.

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	48,774.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,273.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,273.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	47,501.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	47,501.
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	47,501.

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	145,500.
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	145,500.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	145,500.

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				47,501.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004	84,917.			
b From 2005	33,213.			
c From 2006	20,651.			
d From 2007	73,286.			
e From 2008	23,394.			
f Total of lines 3a through e	235,461.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 145,500.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				47,501.
e Remaining amount distributed out of corpus	97,999.			
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	333,460.			
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				0.
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	84,917.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	248,543.			
10 Analysis of line 9				
a Excess from 2005	33,213.			
b Excess from 2006	20,651.			
c Excess from 2007	73,286.			
d Excess from 2008	23,394.			
e Excess from 2009	97,999.			

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

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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					

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
 JUSTIN MILLER, 703-524-8811
 4600 N FAIRFAX DRIVE, STE 1000, ARLINGTON, VA 22203

b The form in which applications should be submitted and information and materials they should include
 WRITTEN REQUEST

c Any submission deadlines
 APRIL 30

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 NO

CARUTHERS FOUNDATION, INC.

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 1,030.628 SH GOLDMAN SACHS GROWTH OPPORTUNITY FD	P	VARIOUS	01/11/10
b 164.650 SH GOLDMAN SACHS GROWTH OPPORTUNITY FD	P	04/27/07	02/05/10
c 323.267 SH GOLDMAN SACHS GROWTH OPPORTUNITY FD	P	VARIOUS	03/05/10
d 252.159 SH HARBOR INTERNATIONAL FD INST CL	P	VARIOUS	06/11/09
e 320.791 SH HARBOR INTERNATIONAL FD INST CL	P	VARIOUS	01/11/10
f 197.239 SH HARBOR INTERNATIONAL FD INST CL	P	04/27/09	01/11/10
g 60.561 SH HARBOR INTERNATIONAL FD INST CL	P	04/27/09	02/05/10
h 53.490 SH HARBOR INTERNATIONAL FD INST CL	P	04/27/09	03/05/10
i 204.103 SH DODGE & COX INCOME FUND	P	07/27/07	05/29/09
j 1,853.610 SH ARTISAN MID CAP VALUE	P	VARIOUS	01/11/10
k 364.844 SH ARTISAN MID CAP VALUE	P	04/27/09	02/05/10
l 168.063 SH ARTISAN MID CAP VALUE	P	04/27/09	03/05/10
m 325.337 SH AIM INTERNATIONAL GROWTH FUND	P	02/12/09	06/11/09
n 880.294 SH AIM INTERNATIONAL GROWTH FUND	P	02/12/09	02/05/10
o 512.585 SH ALLIANZ NFJ SMALL CAP VALUE CL I	P	04/27/09	08/24/09

(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 21,684.		24,758.	<3,074.>
b 3,199.		4,169.	<970.>
c 6,682.		5,841.	841.
d 11,302.		11,262.	40.
e 18,208.		13,513.	4,695.
f 11,195.		8,309.	2,886.
g 3,065.		2,301.	764.
h 2,843.		2,033.	810.
i 2,498.		2,537.	<39.>
j 33,884.		35,736.	<1,852.>
k 6,261.		5,387.	874.
l 3,029.		2,294.	735.
m 6,887.		5,820.	1,067.
n 20,889.		15,748.	5,141.
o 11,523.		9,816.	1,707.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(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	
a			<3,074.>
b			<970.>
c			841.
d			40.
e			4,695.
f			2,886.
g			764.
h			810.
i			<39.>
j			<1,852.>
k			874.
l			735.
m			1,067.
n			5,141.
o			1,707.

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
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

CARUTHERS FOUNDATION, INC.

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 944.140 SH BB&T SHORT US GOVT CL I FD	P	04/27/09	05/29/09
b 906.511 SH DWS CAPITAL GROWTH FUND INST CL I	P	04/27/09	02/05/10
c 103.036 SH DWS CAPITAL GROWTH FUND INST CL I	P	04/27/09	03/05/10
d 2462.082 SH EATON VANCE LARGE CAP VALUE FD	P	04/27/09	01/11/10
e 1944.888 SH EATON VANCE LARGE CAP VALUE FD	P	04/27/09	02/05/10
f 412.843 SH FEDERATED MDT SMALL CAP GROWTH FD	P	04/27/09	01/11/10
g 518.222 SH FEDERATED MDT SMALL CAP GROWTH FD	P	04/27/09	03/05/10
h 3987.038 SH TCW TOTAL RETURN BOND FUND	P	VARIOUS	01/11/10
i 446.734 SH VANGUARD SHORT TERM TAX EXEMPT FD	P	04/27/09	05/29/09
j 1463.753 SH VANGUARD SHORT TERM TAX EXEMPT FD	P	04/27/09	03/05/10
k 138 SH ISHARES LEHMAN 1-3 YR TREASURY BOND FD	P	04/29/09	06/02/09
l 400 SH ISHARES LEHMAN 1-3 YR CREDIT BOND FD	P	04/29/09	03/09/10
m 382 SH ISHARES LEHMAN 1-3 YR CREDIT BOND FD	P	04/29/09	04/01/10
n 205 SH ISHARES MSCI EAFE SMALL CAP INDEX FUND	P	06/15/09	02/09/10
o 80 SH ISHARES MSCI EAFE SMALL CAP INDEX FUND	P	06/15/09	03/09/10

(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 9,111.		9,120.	<9.>
b 40,829.		34,275.	6,554.
c 4,948.		3,896.	1,052.
d 42,865.		32,499.	10,366.
e 31,177.		25,673.	5,504.
f 3,600.		2,791.	809.
g 4,566.		3,503.	1,063.
h 39,671.		36,725.	2,946.
i 7,076.		7,081.	<5.>
j 23,362.		23,200.	162.
k 11,561.		11,588.	<27.>
l 41,745.		40,244.	1,501.
m 39,880.		38,433.	1,447.
n 7,097.		6,258.	839.
o 2,850.		2,442.	408.

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<9.>
b			6,554.
c			1,052.
d			10,366.
e			5,504.
f			809.
g			1,063.
h			2,946.
i			<5.>
j			162.
k			<27.>
l			1,501.
m			1,447.
n			839.
o			408.

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
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

CARUTHERS FOUNDATION, INC.

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 304.012 SH VIRTUS QUALITY SMALL CAP FUND	P	08/24/09	01/11/10
b 996.460 SH VIRTUS QUALITY SMALL CAP FUND	P	08/24/09	02/05/10
c 1140.838 SH VANGUARD GNMA FUND	P	01/11/10	02/05/10
d 262.723 SH VANGUARD GNMA FUND	P	01/11/10	03/05/10
e 150 SH ABB LTD SPONS ADR	P	01/13/10	04/01/10
f 85 SH COMTECH TELECOMMUNICATIONS CORP	P	01/13/10	03/09/10
g 310 SH ISHARES SILVER TRUST	P	01/13/10	04/01/10
h 100 SH PATTERSON COMPANIES INC	P	01/13/10	03/09/10
i 100 SH ZENITH NATIONAL INSURANCE CORP	P	01/13/10	03/09/10
j 150 SH WEATHERFORD INTL LTD	P	01/13/10	02/09/10
k 70 SH NOBLE CORPORATION	P	01/13/10	03/09/10
l 130 SH EBAY INC	P	02/09/10	04/20/10
m 100 SH DISCOVERY COMMUNICATIONS	P	02/09/10	04/20/10
n 110 SH VALSPAR CORP	P	02/09/10	03/09/10
o 3088.855 SH FEDERATED MORTGAGE INSTITUTIONAL	P	03/05/10	03/30/10

(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 2,903.		2,581.	322.
b 8,869.		8,460.	409.
c 12,287.		12,173.	114.
d 2,835.		2,803.	32.
e 3,207.		3,060.	147.
f 2,643.		3,106.	<463.>
g 5,254.		5,604.	<350.>
h 3,067.		2,947.	120.
i 3,809.		2,987.	822.
j 2,274.		3,009.	<735.>
k 3,087.		3,105.	<18.>
l 3,511.		2,954.	557.
m 3,518.		2,869.	649.
n 3,137.		2,908.	229.
o 30,580.		30,765.	<185.>

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			322.
b			409.
c			114.
d			32.
e			147.
f			<463.>
g			<350.>
h			120.
i			822.
j			<735.>
k			<18.>
l			557.
m			649.
n			229.
o			<185.>

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
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

CARUTHERS FOUNDATION, INC.

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 160 SH AMERICAN MEDICAL SYS HLDGS	P	03/09/10	04/01/10
b 75 SH AMETEK INC	P	03/09/10	04/01/10
c CAPITAL GAINS DIVIDENDS			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 3,019.		3,031.	<12.>
b 3,020.		2,995.	25.
c 6.			6.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<12.>
b			25.
c			6.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	47,904.
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

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

SOURCE	AMOUNT
BB&T	1,852.
BB&T WEALTH	19.
WACHOVIA SECURITIES	16,494.
WACHOVIA SECURITIES ACCRUED INTEREST	<306.>
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	18,059.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BB&T WEALTH	13,263.	6.	13,257.
TOTAL TO FM 990-PF, PART I, LN 4	13,263.	6.	13,257.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FRITZ AND COMPANY PC	8,995.	8,995.		0.
TO FORM 990-PF, PG 1, LN 16B	8,995.	8,995.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BB&T WEALTH INVESTMENT FEES	6,596.	6,596.		0.
TO FORM 990-PF, PG 1, LN 23	6,596.	6,596.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	5
DESCRIPTION		AMOUNT	
2007 FORM 990PF AMENDMENT		649.	
2006 FORM 990PF AMENDMENT		524.	
2005 FORM 990PF AMENDMENT		105.	
FOREIGN TAXES WITHHELD		10.	
ADJUSTMENT FOR LADDERED CD'S		4,600.	
TOTAL TO FORM 990-PF, PART III, LINE 5		5,888.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
160 SH ABB LTD SPONS ADR		2,893.	3,066.
110 SH AT&T		2,972.	2,867.
90 SH CAMPBELL SOUP CO		2,955.	3,227.
38 SH CHEVRON CORP		3,008.	3,095.
120 SH CISCO SYSTEMS		2,923.	3,232.
180 SH COMCAST CORP CL A		3,044.	3,559.
55 SH CONOCOPHILLIPS		2,908.	3,255.
95 SH WALT DISNEY COMPANY		3,007.	3,500.
42 SH EXXON MOBIL CORPORATION		2,925.	2,846.
130 SH FEI COMPANY		3,002.	2,925.
120 SH FLOWERS FOOD INC		2,971.	3,163.
180 SH GENERAL ELECTRIC		2,996.	3,395.
70 SH HEWITT ASSOCIATES INC CL A		2,945.	2,869.
55 SH INDEX LABORATORIES		3,095.	3,638.
150 SH INTEL		3,088.	3,426.
28 SH INTERCONTINENTALEXCHANGE INC		3,074.	3,266.
100 SH KRAFT FOODS INC		2,882.	2,960.
65 SH MEDTRONIC INC		2,978.	2,840.
80 SH MERCK & CO INC		3,021.	2,803.
115 SH MICROSOFT CORP		3,521.	3,512.
34 SH MONSANTO CO		2,930.	2,144.
48 SH PEPSICO INC		2,917.	3,131.
60 SH REINSURANCE GROUP OF AMERICA		2,956.	3,098.
95 SH ROVI CORPORATION		3,035.	3,703.
60 SH SAP AKTIENGESELLSCHAFT ADR		2,963.	2,847.
220 SH SOLUTIA INC		2,915.	3,872.
175 SH SUNCOR ENERGY INC		5,772.	5,980.
60 SH THE TRAVELERS COMPANIES INC		2,888.	3,044.
130 SH VODAFONE GROUP PLC		2,856.	2,886.
46 SH WELLPOINT INC		2,907.	2,475.
65 SH ALLIED WORLD ASSURANCE HOLDINGS LTD		2,952.	2,832.
32 SH TRANSOCEAN LTD		2,953.	2,314.

120 SH ADIDAS AG	2,948.	3,505.
150 SH TENCENT HOLDINGS LTD	2,783.	3,104.
65 SH KB FINANCIAL GROUP INC	2,743.	3,172.
50 SH BAXTER INTERNATIONAL GROUP INC	2,850.	2,361.
150 SH MANULIFE FINANCIAL CORP	2,743.	2,698.
60 SH ENI SPA SPONSORED ADR	2,732.	2,667.
44 SH SCHLUMBERGER LTD	2,768.	3,142.
24 SH INTERNATIONAL BUSINESS MACHINES	2,968.	3,096.
220 SH INTERVAL LEISURE GROUP	2,865.	3,254.
50 SH BERKSHIRE HATHAWAY INC	3,636.	3,850.
65 SH FISERV	3,008.	3,323.
75 SH J P MORGAN CHASE & CO	2,910.	3,193.
110 SH CROWN HOLDINGS	2,814.	2,860.
55 SH ABBOTT LABORATORIES	2,987.	2,814.
200 SH BANCO SANTANDER CENT HISPANO S A ADR	2,558.	2,468.
46 SH JOHNSON & JOHNSON	2,910.	2,958.
70 SH ROCK-TENN COMPANY "A"	2,820.	3,612.
140 SH KROGER COMPANY	2,996.	3,112.
38 SH LOCKHEED MARTIN CORP	2,916.	3,226.
65 SH STATE STREET CORP	2,815.	2,828.
120 SH ORACLE SYS CORP	2,791.	3,104.
44 SH ANADARKO PETE CORP	2,792.	2,735.
130 SH LOWE'S COMPANIES INC	2,833.	3,526.
130 SH VALE SA SP PREF ADR	2,895.	3,498.
80 SH PALL CORPORATION	2,778.	3,119.
150 SH BARCLAYS PLC-SPONS ADR	2,600.	3,063.
95 SH UNILEVER PLC-SPONS ADR	2,803.	2,859.
40 SH V F CORP	2,870.	3,457.
70 SH AMPHENOL CORP CL A	2,719.	3,235.
130 SH LEUCADIA NATIONAL CORP	2,933.	3,290.
90 SH AVERY DENNISON CORP	2,964.	3,513.
55 SH IHS INC	2,850.	2,787.
240 SH APPLIED MATERIALS	2,928.	3,307.
65 SH BANK OF NOVA SCOTIA	3,091.	3,309.
75 SH BARRICK GOLD CORP	2,970.	3,266.
170 SH CORNING INC	2,956.	3,273.
80 SH HASBRO	2,913.	3,069.
40 SH LABORATORY CORP OF AMERICA	2,925.	3,142.
40 SH NOBLE ENERGY	2,884.	3,056.
70 SH NUCOR CORPORATION	3,020.	3,172.
170 SH PFIZER INC	2,946.	2,842.
75 SH QUALCOMM INC	2,906.	2,901.
80 SH LAZARD LTD	3,062.	3,093.
55 SH SYNGENTA AG ADR	2,983.	2,778.
48 SH TEVA PHARMACEUTICAL INDS LTD ADR	2,929.	2,819.
110 SH WOLVERINE WORLD WIDE INC	3,103.	3,367.
75 SH O'REILLY AUTOMOTIVE	2,959.	3,665.
50 SH PROASSURANCE CORP	2,941.	3,047.
55 SH HOSPIRA INC	3,131.	2,958.
46 SH TECHNE CORP	3,010.	3,048.
38 SH NOVO-NORDISK A S ADR	2,959.	3,120.
50 SH DOLBY LABORATORIES IN CL A	2,947.	3,436.
55 SH TOTAL S A SPONSORED	3,153.	2,991.
130 SH SYNOPSIS INC	3,023.	2,946.

270 SH TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD	3,035.	2,859.
75 SH TYCO INTERNATIONAL LTD	3,023.	2,909.
TOTAL TO FORM 990-PF, PART II, LINE 10B	261,647.	275,572.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
1,518.545 SH GOLDMAN SACHS GROWTH OPPORTUNITY FD CL I #1132	COST	0.	0.
884.24 SH HARBOR INTERNATIONAL FD INST CL I #11	COST	0.	0.
204.103 SH DODGE & COX INCOME FUND	COST	0.	0.
2,386.517 SH ARTISAN MID CAP VALUE FD	COST	0.	0.
6,364.659 SH BB&T US GOV'T CL I FD	COST	61,483.	61,164.
138 SH ISHARES LEHMAN 1-3 YR TREASURY BOND FD	COST	0.	0.
782 SH ISHARES LEHMAN 1-3 YR CREDIT BOND FD	COST	0.	0.
3,724.157 SH TCW TOTAL RETURN BOND FUND	COST	0.	0.
179.608 SH VANGUARD SHORT TERM TAX EXEMPT FD	COST	2,847.	2,859.
1,205.631 SH AIM INTERNATIONAL GROWTH FD	COST	0.	0.
512.585 SH ALLIANZ NFJ SMALL CAP VALUE FD	COST	0.	0.
1,009.547 SH DWS CAPITAL GROWTH FUND INST CL	COST	0.	0.
4,406.97 SH EATON VANCE LARGE CAP VALUE FUND	COST	0.	0.
931.065 SH FEDERATED MDT SMALL CAP GROWTH	COST	0.	0.
1,507.865 SH LAZARD EMERGING MKTS PORTFOLIO	COST	18,805.	29,147.
8,195.28 SH FEDERATED SHORT TERM INCOME FD	COST	68,227.	70,152.
1,480.032 CREDIT SUISSE COMMODITY RETURN STRATEGY	COST	12,644.	12,373.
788.291 SH FORWARD INTERNATIONAL SMALL COMPANIES	COST	9,964.	10,106.
28 SH SPDR GOLD TRUST	COST	3,097.	3,230.
4,124.547 SH PIMCO LOW DURATION FUND	COST	42,890.	43,308.
1,351.181 SH NUVEEN LIMITED TERM MUNI BOND FD	COST	14,655.	14,579.
100 SH UTILITIES SELECT SECTOR SPDR FD	COST	2,955.	3,044.

4,762.901 SH PRUDENTIAL SHORT TERM	COST	54,821.	54,964.
CORP BOND FD			
TOTAL TO FORM 990-PF, PART II, LINE 13		<u>292,388.</u>	<u>304,926.</u>

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DONALD J. CREASY 12504 KNOLLBROOK DRIVE CLIFTON, VA 20124-1436	TRUSTEE 0.00	0.	0.	0.
PRESTON C. CARUTHERS 3800 N. MILITARY ROAD ARLINGTON, VA 22207	TRUSTEE 0.00	0.	0.	0.
JUSTIN W. MILLER 2040 NORTH OAKLAND STREET ARLINGTON, VA 22207-3667	TRUSTEE 0.00	0.	0.	0.
STEPHEN P. CARUTHERS 3820 N. RICHMOND STREET ARLINGTON, VA 22207	PRESIDENT 0.00	0.	0.	0.
LYNN E. CARUTHERS 904 GEORGETOWN RIDGE COURT MCLEAN, VA 22102-1455	TRUSTEE 0.00	0.	0.	0.
DANA J. SNYDER 907 MACKALL AVENUE MCLEAN, VA 22101	SECRETARY 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>0.</u>	<u>0.</u>	<u>0.</u>

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN RED CROSS 4333 ARLINGTON BLVD ARLINGTON, VA 22203	HEALTH	PUBLIC	500.
ARLINGTON FOOD ASSISTANCE CENTER P.O. BOX 6261 ARLINGTON, VA 22206	COMMUNITY	PUBLIC	2,000.
ARLINGTON FREE CLINIC 2921 11TH STREET SOUTH ARLINGTON, VA 22204	HEALTH	PUBLIC	25,000.
ARLINGTON PEDIATRIC CENTER 601 S. CARLIN SPRINGS ROAD ARLINGTON, VA 22204	HEALTH	PUBLIC	1,000.
DOORWAYS FOR WOMEN AND CHILDREN P.O. BOX 100185 ARLINGTON, VA 22210	COMMUNITY	PUBLIC	50,000.
ST JUDE CHILDREN'S HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105	HEALTH	PUBLIC	10,000.
FOCUSED ULTRASOUND SURGERY FOUNDATION 213 7TH STREET, NE CHARLOTTESVILLE, VA 22902	HEALTH	PUBLIC	50,000.
PARKINSON FOUNDATION OF THE NAT'L CAPITAL AREA 8300 GREENSBORO DRIVE, SUITE 800 MCLEAN, VA 22102	HEALTH	PUBLIC	5,000.

CARUTHERS FOUNDATION, INC.

51-0248560

FIRST TEE OF WASHINGTON, DC
2020 PENNSYLVANIA AVE, NW, SUITE COMMUNITY
106 WASHINGTON, DC 20006

PUBLIC

2,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

145,500.



**American
Red Cross**

National Capital Region

Regional Headquarters
8550 Arlington Boulevard
Fairfax, Virginia 22031
(703) 584-8400
(703) 573-8587 (fax)

Alexandria Chapter
123 North Alfred Street
Alexandria, VA 22314
(703) 549-8300
(703) 549-2705 (fax)

Arlington County Chapter
4333 Arlington Boulevard
Arlington, VA 22203
(703) 527-3010
(703) 527-2705 (fax)

District of Columbia Office
2025 E Street NW, #SE-1068
Washington, DC 20006
(202) 303-4509
(202) 303-0069 (fax)

Fairfax/Falls Church Office
8550 Arlington Boulevard
Fairfax, Virginia 22031
(703) 584-8700
(703) 573-0348 (fax)

Loudoun County Chapter
604 South King Street, #006
Leesburg, VA 22074
(703) 777-7171
(703) 779-8046 (fax)

Montgomery County Office
2020 East West Highway
Silver Spring, Maryland 20910
(301) 588.2515
(301) 588.8140 (fax)

Prince George's County Office
6206 Belcrest Road
Hyattsville, Maryland 20782
(240) 487.2100
(301) 559.0909 (fax)

Prince William Chapter
9317 West Street
Manassas, VA 22110
(703) 368-4511
(703) 368-1515 (fax)

So. Fairfax/Ft. Belvoir Service Center
9716 Middleton Road
Ft. Belvoir, VA 22060
(703) 805-2057

Quantico Marine Base Service Center
2034 Barrett Avenue
Quantico, VA 22134
(703) 784-3113

WWW.REDCROSS.ORG

March 23, 2010

Justin W. Miller, Director
Caruthers Foundation, Inc
4600 North Fairfax Drive Suite 1000
Arlington, VA 22203

Dear Mr. Miller,

Thank you for your donation of \$500.00 to the Arlington County Chapter of the American Red Cross. Your gift makes a very real difference right here in the Arlington Community where disaster preparedness and response are so vital to the security and well-being of you and your neighbors.

Your donation insures that Red Cross volunteers are recruited trained and ready here in Arlington to provide emergency support 24 hours a day and 7 days a week. These Red Cross services are free - made possible by donations from you and other compassionate friends and neighbors.

When tragedy strikes, the shock and pain of disaster victims is particularly disturbing. The loss of one's possessions and one's home is very unsettling. This is a time when a friend to count on is so necessary. Because of your help, ARC volunteers can be friends in need and can make sure that no disaster victim need face unexpected problems alone.

We remain available to help with eldercare, youth programs and life saving training throughout the year. Local Chapters of the American Red Cross provide the backbone of the organization.

Please accept my sincere thanks for your gift. I hope this letter finds you well. Your general gift will be put to good use.

Sincerely,


Lynn Kocik-Keete
Executive Director
National Capital Region

**REMEMBER THE ARLINGTON RED CROSS IN YOUR ESTATE
PLANNING**

Please note that in accordance with IRS regulations, we confirm that the American Red Cross provided no good or services as part of this contribution.



AFAC

Arlington Food Assistance Center

Feeding Our Neighbors In Need

P.O. Box 201
Arlington, VA 22201-0201
2703 South Nelson St.
Arlington, VA 22203
T: 703-645-6486
F: 703-645-8491
United Way #6354
CFC# 19265
www.afac.org

March 29, 2010

Mr. Justin Miller
Caruthers Foundation Inc.
4600 N. Fairfax Dr. Ste. 1000
Arlington, VA 22203

Dear Mr. Miller,

On behalf of all of us here at AFAC, I thank you for your contribution of \$2,000.00.

As you may know, the number of families turning to us for supplemental groceries has steadily increased over the past two years. We are now serving 1,100 families, and sometimes more, each week. Last week we served 1,359 families, which included 2,414 adults and 1,468 children.

Your donation is important to us and encourages us in our daily and ongoing efforts to address the issue of hunger right here in Arlington County. Food from AFAC allows families to pay for other basic needs, such as rent or medicine, without sacrificing their health and nutritional needs.

AFAC is the only organization in Arlington dedicated solely to providing supplemental groceries to individuals and families in need. We couldn't fulfill our mission without donations such as yours. Thank you for helping us feed our neighbors in need.

Sincerely,

Christine Lucas
AFAC Executive Director

This letter serves as your receipt. No goods or services have been provided to you by AFAC.



Arlington Free Clinic

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March 29, 2009

Mr. Justin Miller
Foundation Trustee
Caruthers Foundation, Inc.
4600 North Fairfax Drive
Suite 1000
Arlington, VA 22203

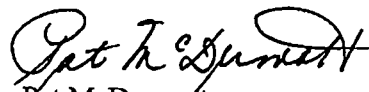
Dear Justin:

Thank you so much for the very generous and unexpected gift of \$25,000.00 which we received on March 22, 2010. We appreciate your ongoing and increased investment in our medical programs for the uninsured. Your gift will make a significant difference in the lives of so many in need in our community.

As you know, Arlington Free Clinic is the only clinic providing free comprehensive health care to low-income uninsured Arlington adults. Last year, we provided close to 10,000 medical visits and filled more than 15,000 prescriptions for our patients. Today's economy makes our mission more important than ever with more people losing their jobs and their health insurance. When patients get care here, we help them manage their conditions, keep them out of expensive emergency rooms, and better control health care spending.

I thought you might like to see the new video about the Clinic that was produced by one of our Board members. The enclosed DVD is only 4 minutes long and is an excellent overview of what we do here. Enjoy!

Sincerely,


Pat McDermott
Director of Development

Please keep this acknowledgement as your official tax receipt. In compliance with IRS requirements, Arlington Free Clinic certifies that no goods or services were provided in consideration of this contribution.



June 25, 2009

Justin Miller
Caruthers Foundation, Inc.
4600 North Fairfax Drive, Suite 1000
Arlington, VA 22203

Dear Justin:

Thank you and your colleagues for remembering the children of Arlington Pediatric Center again this year. Your gift could not have come at a more opportune time.


As the economy continues to decline, more and more families are turning to APC to provide the medical care their children need. As our dedicated pediatricians work to evaluate, diagnose and treat the children's physical needs, they are learning of ever more families affected by lost jobs, evictions, inadequate food and clothing.

APC is working to help these families in crisis, even as we address our own financial concerns. Our largest source of patient revenue announced plans to cut capitation payments and reduce payments for office visits. Virginia Hospital Center has had to reduce its financial commitment due to its own budgetary constraints. We must turn to philanthropy more than ever to fulfill our mission to care for Arlington's most vulnerable children.

Your donation is an expression of your faith in our mission and trust in our ability to carry it out. That boosts our confidence and strengthens our spirits on those days when the work itself can be overwhelming. It is so reassuring to know we can rely on your steadfast support to care for these children in need.

In these challenging times, I take great hope in knowing that people like you always find room in your heart to share what you have with those who have less.

Gratefully,


Lesley Parker
Development Director

PS This letter serves as formal receipt of your contribution of \$1000, check number 1123, received June 25, 2009. No gifts or services were received in exchange for this contribution.

DOORWAYS
for women and families
CORPORATE ★ AMBASSADORS

December 8, 2009

Mr. Justin Miller
Caruthers Foundation, Inc.
4600 N. Fairfax Drive, Suite 1000
Arlington, VA 22203

Dear Mr. Miller:

On behalf of Doorways for Women and Families Board of Directors and staff, I thank you for the Caruthers Foundation's generous commitment of \$100,000 over three years and for the recent 2009 installment of \$25,000. I understand that the remainder of this unrestricted gift will be dispersed as follows: \$50,000 in 2010 and \$25,000 in 2011.

The enthusiastic support of the Caruthers Foundation is an essential component in our efforts to end homelessness and domestic violence in Arlington and Northern Virginia. In today's economic crisis, it is even more critical that we continue providing permanent solutions for families who find themselves in crisis or with no place to call home. Together, we are continuing to open new doors and help families create long-term stability in their lives.

In Peace,

Linda Dunphy, MSW
Executive Director

As you know, we are so deeply appreciative of this 10 year commitment. We know your family has many charitable giving... we are very honored to be a part of this commitment!

Please note: Your contribution is tax-deductible to the fullest extent allowed by law. No goods or services were received in exchange for your contribution.

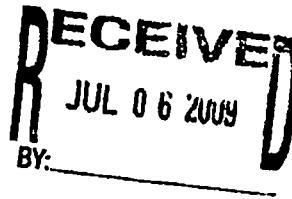
DOORWAYS Anniversary

30 YEARS OF OPENING DOORS TO A BRIGHTER FUTURE

Maureen Bunyan, Honorary Anniversary Chair
ABC 7/WJLA-TV News Anchor

Linda Dunphy, Executive Director
Doorways for Women and Families

July 1, 2009



Ms. Justin Miller
Caruthers Foundation
4600 N. Fairfax Drive, Suite 1000
Arlington, VA 22203

Dear Justin,

On behalf of the many families we serve, I thank you for the generous grant of \$25,000 from the Caruthers Foundation. This was the second and final payment on the Foundation's pledge made in 2008. Your generosity helps provide housing and the critical support services necessary to ensure women, children and families who have been impacted by homelessness are able to lead safe, secure and dignified lives.

The current economic situation is effecting all of us, but it is most strongly felt by those earning poverty-level wages. With your support, Doorways is able to provide permanent solutions for families who find themselves with no place to call home. Most importantly, we are able to address critical needs of each family—needs that go beyond just providing shelter. Together, we are helping families create long-term stability in their lives.

Doorways is very grateful to the Caruthers Foundation for this contribution and for the unwavering support you have offered to Doorways over so many years. Thank you again!

Warmest wishes,

Linda Dunphy, MSW
Executive Director

Fantastic!!
you & your family with fellow women mission to have wings!

P.S. No goods or services were received in exchange for your contribution.

www.doorwaysVA.org

Main Office PO Box 100185, Arlington, VA 22210 / Tel (703) 522-8858 / Fax (703) 522-4338
Safehouse Domestic Violence Shelter & Hotline Tel (703) 237-0881 / Fax (703) 237-1146
Freddie Mac Foundation Family Home Tel (703) 907-0022 / Fax (703) 907-0021

DOORWAYS
for women and families



October 26, 2009

Caruthers Foundation, Inc.
Attn: Mr. Preston Caruthers
4600 N Fairfax Dr, Ste 1000
Arlington, VA 22203

Dear Friends of St. Jude,

#1125

Thank you. Your generous gift of \$10,000 means the world to the children of St. Jude Children's Research Hospital.

Today I'd like to tell you the story of one of the children you're helping, a shy 4-year-old boy named Sean who loves to play cars with his twin brother. A year ago, his parents would never have imagined that today their son would be fighting for his life.

For weeks, Sean woke up every morning nauseous and he would get sick throughout the day. His mother was understandably concerned, but her worry turned to panic when she noticed one of his eyes turning inward and saw that he was having trouble balancing. She called their local doctor and got an appointment for that afternoon.

The events that followed will be burned in his mother's memory forever, because that was the day a CT scan showed that little Sean had a brain tumor.

The thought of anything happening to their son terrified Sean's parents. After extensive research to find the best place for their son, they were referred to St. Jude for his treatment. Our doctors made a battle plan, consisting of surgery, radiation and chemotherapy, to fight the cancer that was threatening Sean's life. And because of lifesaving gifts from friends like you, we are doing everything in our power to help him survive.

Sean's mom said, "Everyone who has come here, friends, family, anyone, is touched by St. Jude. No one leaves here the same." Our lifesaving work wouldn't be possible without your generous outpouring of support.

Very truly yours,

Richard C. Shadyac, Jr.
CEO, ALSAC

In accordance with I.R.S. guidelines, no goods or services were given in exchange for this gift. Federal tax law requires that we give you this receipt to substantiate your charitable deduction.



Gift Receipt

April 26, 2010

Mr. & Mrs. Preston Caruthers
Caruthers Foundation, In.c
4600 North Fairfax Drive, Suite 1000
Arlington, VA 22203

Dear Mr. & Mrs. Caruthers,

Thank you for your support of the Focused Ultrasound Surgery Foundation. Your contribution will aid the Foundation in its mission to shorten the time from technology development to patient treatment, to foster new applications, and to accelerate the worldwide adoption of focused ultrasound. This avant-garde field has the potential to benefit countless patients worldwide thanks to generous, philanthropic individuals like yourself.

Your gift is tax deductible to the full extent of the law. No goods or services were provided in consideration, in whole or in part, for this gift. Please keep this letter for your tax records. It is the official receipt of your gift as follows:

Donor:	Caruthers Foundation, In.c
Gift Amount:	\$50,000.00
Date Received:	04/22/2010
Gift Designations:	Unrestricted
Pledge Terms:	2 nd Installment of \$50,000 in early 2011

Thank you for your generous gift.

Sincerely,

Mary Rose Serafini
Business Manager



PARKINSON FOUNDATION
OF THE NATIONAL CAPITAL AREA

8300 Greensboro Drive | Suite 800
McLean, Virginia 22102

office: 703.287.8729
fax: 703.287.8741

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Dean Umemoto

Louis A. Nistler
Executive Director

April 23, 2010

Mr. Preston Caruthers
4600 N Fairfax Drive
Suite 1000
Arlington VA 22203

Dear Mr. Caruthers,

On behalf of the Parkinson Foundation of the National Capital Area, I thank you for your generous contribution of \$5,000.00 (check no. 1138 April 21, 2010) for the 2010 Golf Tournament on May 18, 2010.

Your gift to the Parkinson Foundation of the National Capital Area, a (501)(c)(3) organization is tax deductible. This acknowledgment shall serve as your receipt.

It is the mission of PFNCA to provide a network of support for the Parkinson's community of the National Capital Area. Through support groups, dance classes, exercise classes, community education and a consistent effort to raise awareness, we strive to improve the quality of life for people with Parkinson's, as well as increase knowledge and awareness within the non-Parkinson community. With help from people like you, we can continue to work toward the PFNCA goals. I cannot tell you how much your support means to the Parkinson's community.

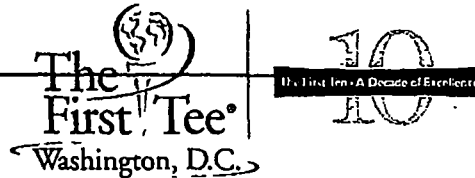
Sincerely,

Louis A. Nistler
Executive Director

NO INDIVIDUALS PARTICIPATED
IN the Golf Tournament. ~~Contribution~~
is 100% tax deductible.

In accordance with IRS regulations, your payment in excess of the fair market value (FMV) of the 2010 Golf Tournament event is tax deductible as a contribution to a non-profit charitable organization. The FMV of the round of golf and meals is \$70.00 per person. The Parkinson Foundation's EIN is 54-2048636. For further information, please consult your tax advisor.

Administrative Mailing Address
2020 Pennsylvania Ave, NW
Suite 106
Washington DC 20006
(202) 388-4141
(202) 280-4210 Fax



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National Honorary Chairman

Bill W. Scott
Chairman

Thomas W. "Tim" Hague
President

Kathryn Rand
Vice President

Gretchen L. Hamm
Executive Director

Programs Conducted at:
Langston Golf Course
East Potomac Park

December 3, 2009

Mr. Justin W. Miller
Caruthers Foundation, Inc.
4600 North Fairfax Drive
Suite 1000
Arlington, VA 22203

Dear Mr. Miller:

It is with sincere and overwhelming appreciation in which I thank you for your generous gift to our organization of \$2,000.

We are poised to celebrate our 10th year of serving youth in the Nation's Capital and have a banner year. Our core programming aspects, Certifying, TARGET outreach and the National School Program reached 450+, 3,000+ and 6,000+ respectively during 2009.

Serving youth at Langston Golf Course and East Potomac Golf Course reaches much of the District. We just recently completed construction on a Learning Center in the lower level of the East Potomac Golf Course. This will allow all weather class instruction, alternative lecture space and a feeling of pride and ownership at that course.

We are making an impact in our community, we are making a difference and we are grateful for your support.

On behalf of our Board of Directors, staff, our volunteers and our participants, our most heartfelt thank you of your gift.

Yours in golf,

Gretchen Hamm

~~The First Tee of Washington, D.C.~~
The First Tee of Washington, D.C. is exempt from federal income tax under section 501 (a) of the Internal Revenue Code as an organization described in section 501 (c) (3). For tax purposes, please reference The First Tee of Washington, D.C.'s Employer Identification number 52-2195691.



The Virginia College Fund

6002-A West Broad Street, Suite 201 • Richmond, Virginia 23230-2213 • (804) 355-3271 • Fax (804) 359-5765 • thevcf@thevcf.org

RECEIVED
JUN 25 2009
BY: _____

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EMBARQ

Richard W. Wright, CLU
The Wright Group

June 24, 2009

Mr. Justin W. Miller
c/o Caruthers Foundation, Inc.
4600 N. Fairfax Dr., # 1000
Arlington, VA 22203

Dear Mr. Miller:

The most recent and generous gift of \$5,000.00 to the Virginia College Fund from the Caruthers Foundation is very greatly appreciated. Rest assured that 100 percent of it will be distributed to our colleges and will be used to enhance the education of our students, the direct beneficiaries of your generosity.

During this most recent academic year over 71 percent of our total enrollments were Virginians, some 35 percent were first generation college attendees, while over 22 percent comprised minorities. Indeed, over 94 percent of our enrollments qualified for financial aid. These kids, more than most, need and appreciate your help.

Therefore, on behalf of the students, faculties and staffs of our member colleges, as well as our Board of Directors, please accept my sincere thanks for your gift.

Warmest personal regards to you and yours and best wishes for a great summer.

Sincerely,

William E. Pearson
William E. Pearson, Ph.D.
President

Thank you so much for your help, Mr. Miller. It really is most greatly appreciated!

WEP/la

Enclosure

cc: Mr. Preston C. Caruthers, President

Contribution has been attributed to 2008. Reissue of payment due to lost check.