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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 J. EDWIN TREACLE FOUNDATION, INC. | | A Employer identification number 54-6051620 |
| | Number and street (or P.O. box number if mail is not delivered to street address) Room/suite BOX 1157 | | B Telephone number (804) 693-0881 |
| | City or town, state, and ZIP code GLOUCESTER, VA 23061 | | 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) \$ 6,354,109. (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 <input type="checkbox"/> |

| 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) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| 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 | | 166. | 166. | | STATEMENT 1 |
| 4 Dividends and interest from securities | | 160,424. | 160,424. | | STATEMENT 2 |
| 5a Gross rents | | | | | |
| b Net rental income or (loss) | | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | <62,850.> | | | |
| b Gross sales price for all assets on line 6a | | 1,411,131. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | 0. | | |
| 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 | | 97,740. | 160,590. | | |
| 13 Compensation of officers, directors, trustees, etc | | 57,000. | 15,639. | | 41,361. |
| 14 Other employee salaries and wages | | | | | |
| 15 Pension plans, employee benefits | | 3,923. | 1,101. | | 2,822. |
| 16a Legal fees | | | | | |
| b Accounting fees STMT 3 | | 7,854. | 7,854. | | 0. |
| c Other professional fees STMT 4 | | 23,357. | 23,357. | | 0. |
| 17 Interest | | | | | |
| 18 Taxes STMT 5 | | 1,086. | 0. | | 0. |
| 19 Depreciation and depletion | | | | | |
| 20 Occupancy | | 1,800. | 900. | | 900. |
| 21 Travel, conferences, and meetings | | | | | |
| 22 Printing and publications | | | | | |
| 23 Other expenses STMT 6 | | 6,294. | 3,144. | | 3,150. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | | 101,314. | 51,995. | | 48,233. |
| 25 Contributions, gifts, grants paid | | 345,000. | | | 345,000. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | 446,314. | 51,995. | | 393,233. |
| 27 Subtract line 26 from line 12 | | <348,574.> | | | |
| a Excess of revenue over expenses and disbursements | | | 108,595. | | |
| b Net investment income (if negative, enter -0-) | | | | | |
| c Adjusted net income (if negative, enter -0-) | | | | N/A | |

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Revenue

Operating and Administrative Expenses

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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 | | 26,971. | 23,390. | 23,390. |
| 2 | Savings and temporary cash investments | | 1,115,006. | 224,622. | 224,622. |
| 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 7 | 3,541,552. | 5,292,434. | 5,292,434. |
| c | Investments - corporate bonds | STMT 8 | 817,544. | 813,424. | 813,424. |
| 11 | Investments - land, buildings, and equipment basis ▶ | | | | |
| | Less: accumulated depreciation ▶ | | | | |
| 12 | Investments - mortgage loans | | | | |
| 13 | Investments - other | STMT 9 | 5. | 5. | 5. |
| 14 | Land, buildings, and equipment: basis ▶ | 6,430. | | | |
| | Less: accumulated depreciation | STMT 10 | 6,430. | | |
| 15 | Other assets (describe ▶) | STATEMENT 11) | 4,610. | 234. | 234. |
| 16 | Total assets (to be completed by all filers) | | 5,505,688. | 6,354,109. | 6,354,109. |

Liabilities

| | | | | | |
|----|--|--|----|----|--|
| 17 | Accounts payable and accrued expenses | | | | |
| 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) | | 0. | 0. | |

Net Assets or Fund Balances

| | | | | | |
|----|--|--|------------|------------|--|
| | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> | | | | |
| 24 | Unrestricted | | 5,505,688. | 6,354,109. | |
| 25 | Temporarily restricted | | | | |
| 26 | Permanently restricted | | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> | | | | |
| 27 | Capital stock, trust principal, or current funds | | | | |
| 28 | Paid-in or capital surplus, or land, bldg, and equipment fund | | | | |
| 29 | Retained earnings, accumulated income, endowment, or other funds | | | | |
| 30 | Total net assets or fund balances | | 5,505,688. | 6,354,109. | |
| 31 | Total liabilities and net assets/fund balances | | 5,505,688. | 6,354,109. | |

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 | 5,505,688. |
| 2 | Enter amount from Part I, line 27a | 2 | <348,574.> |
| 3 | Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN | 3 | 1,196,995. |
| 4 | Add lines 1, 2, and 3 | 4 | 6,354,109. |
| 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 | 6,354,109. |

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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 1,411,131. | | 1,473,981. | <62,850.> |

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

| (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|------------------------|--------------------------------------|---|---|
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | <62,850.> |

| | | |
|--|---|-----------|
| 2 Capital gain net income or (net capital loss) | <div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> 2 </div> </div> | <62,850.> |
| 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 | <div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 </div> <div style="margin-left: 10px;"> 3 </div> </div> | 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 | 458,287. | 6,088,312. | .075273 |
| 2007 | 474,355. | 7,770,417. | .061046 |
| 2006 | 448,354. | 7,508,767. | .059711 |
| 2005 | 417,611. | 7,251,037. | .057593 |
| 2004 | 359,831. | 6,991,253. | .051469 |

| | | |
|--|----------|------------|
| 2 Total of line 1, column (d) | 2 | .305092 |
| 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 | .061018 |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | 4 | 5,854,754. |
| 5 Multiply line 4 by line 3 | 5 | 357,245. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 1,086. |
| 7 Add lines 5 and 6 | 7 | 358,331. |
| 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 | 393,233. |

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions) | | 1 | 1,086. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | 2 | 0. |
| c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | 3 | 1,086. |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | 4 | 0. |
| 3 Add lines 1 and 2 | | 5 | 1,086. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | | |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | | |
| 6 Credits/Payments | | | |
| a 2009 estimated tax payments and 2008 overpayment credited to 2009 | 6a | 1,320. | |
| b Exempt foreign organizations - tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 1,320. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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 | 234. | |
| 11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input checked="" type="checkbox"/> Refunded <input checked="" type="checkbox"/> | 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 |
| 1c 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 <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 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? | N/A | |
| 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) <input checked="" type="checkbox"/> 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 |

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 ► FOUNDATION OFFICERS Located at ► 105 GAZETTE-JOURNAL BLDG., GLOUCESTER, VA Telephone no ► 804-693-0881 ZIP+4 ► 23061 | | | |
| 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 | 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 |

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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?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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 12 | | 57,000. | 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 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 | |
| | |
| | |
| All other program-related investments See instructions | |
| 3 | |
| | |
| | |
| Total. Add lines 1 through 3 | 0. |

Form 990-PF (2009)

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 | 5,926,465. |
| b | Average of monthly cash balances | 1b | 17,393. |
| c | Fair market value of all other assets | 1c | 55. |
| d | Total (add lines 1a, b, and c) | 1d | 5,943,913. |
| 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 | 5,943,913. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 89,159. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 5,854,754. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 292,738. |

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 | 292,738. |
| 2a | Tax on investment income for 2009 from Part VI, line 5 | 2a | 1,086. |
| b | Income tax for 2009 (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 1,086. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 291,652. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 291,652. |
| 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 | 291,652. |

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 | 393,233. |
| 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 | 393,233. |
| 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 | 1,086. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 392,147. |

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 | | | | 291,652. |
| 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 | | | | |
| b From 2005 | | | | |
| c From 2006 | | | | |
| d From 2007 | | | | 28,208. |
| e From 2008 | | | | 156,491. |
| f Total of lines 3a through e | 184,699. | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 393,233. | | | | |
| 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 | | | | 291,652. |
| e Remaining amount distributed out of corpus | 101,581. | | | |
| 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: | 286,280. | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | | | |
| 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 | 0. | | | |
| 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a | 286,280. | | | |
| 10 Analysis of line 9. | | | | |
| a Excess from 2005 | | | | |
| b Excess from 2006 | | | | |
| c Excess from 2007 | | | | 28,208. |
| d Excess from 2008 | | | | 156,491. |
| e Excess from 2009 | | | | 101,581. |

N/A

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(I)(3) or ☐ 4942(I)(5)

- (4) Gross investment income**

[illegible]

PREFERENCE GIVEN TO LOCAL AND EDUCATIONAL ORGANIZATIONS

| | |
|----------------|--|
| Part XV | Supplementary Information (continued) |
|----------------|--|

3 Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|----------------------------------|-----------------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> SEE ATTACHED LIST | | | | 345,000. |
| Total | | | | 345,000. |
| b <i>Approved for future payment</i> NONE | | | | |
| Total | | | | 0. |

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

| | | | |
|--|--------------|------------|-----------|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
| | | | |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | | | |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |


[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 | | 7/7/2010 Date | TREASURER Title |
| | Paid Preparer's Use Only | Preparer's signature G. OTIS KIRKHAM, CPA | Date 05/26/10 | Check if self- employed <input type="checkbox"/> |
| | Firm's name (or yours if self-employed), address, and ZIP code | JOYNER, KIRKHAM, KEEL & ROBERTSON, P.C. 1508 WILLOW LAWN DRIVE, SUITE 200 RICHMOND, VA 23230-3420 | | EIN <input type="text"/> Phone no. (804) 288-0496 |

Form **990-PF** (2009)

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 | 250 SHS FPL GROUP INC | | 11/16/07 | 02/05/10 |
| b | 200 SHS NOKIA CORP | | 11/16/07 | 10/20/09 |
| c | 125 SHS DEVON ENERGY CORP | | 09/25/08 | 02/05/10 |
| d | 250 SHS TIDEWATER INC | | 04/27/07 | 02/05/10 |
| e | 500 SHS NOKIA CORP | | 03/21/06 | 10/20/09 |
| f | 500 SHS NOKIA CORP | | 06/14/06 | 10/20/09 |
| g | 500 SHS NOKIA CORP | | 01/05/06 | 10/20/09 |
| h | 250 SHS J P MORGAN CHASE & CO | | 07/05/07 | 02/05/10 |
| i | 250 SHS CISCO SYSTEMS | | 01/07/00 | 02/05/10 |
| j | 500 SHS J P MORGAN CHASE & CO | | 09/25/08 | 02/05/10 |
| k | 250 SHS J P MORGAN CHASE & CO | | 10/12/06 | 02/05/10 |
| l | 150 SHS NIKE INC | | 09/25/08 | 07/23/38 |
| m | 150 SHS DUN & BRADSTREET CORP | | 06/25/08 | 02/05/10 |
| n | 250 SHS KROGER CO | | 09/25/08 | 02/05/10 |
| o | 250 SHS DEAN FOODS CO | | 09/25/08 | 02/05/10 |

| (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 | 12,356. | | 17,167. | <4,811.> |
| b | 2,761. | | 7,562. | <4,801.> |
| c | 8,889. | | 12,739. | <3,850.> |
| d | 11,791. | | 15,510. | <3,719.> |
| e | 6,903. | | 10,284. | <3,381.> |
| f | 6,903. | | 10,054. | <3,151.> |
| g | 6,903. | | 9,145. | <2,242.> |
| h | 10,097. | | 12,282. | <2,185.> |
| i | 5,759. | | 7,563. | <1,804.> |
| j | 20,193. | | 21,850. | <1,657.> |
| k | 10,097. | | 11,729. | <1,632.> |
| l | 8,164. | | 9,776. | <1,612.> |
| m | 12,029. | | 13,557. | <1,528.> |
| n | 5,391. | | 6,739. | <1,348.> |
| o | 4,536. | | 5,799. | <1,263.> |

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 | | | <4,811.> |
| b | | | <4,801.> |
| c | | | <3,850.> |
| d | | | <3,719.> |
| e | | | <3,381.> |
| f | | | <3,151.> |
| g | | | <2,242.> |
| h | | | <2,185.> |
| i | | | <1,804.> |
| j | | | <1,657.> |
| k | | | <1,632.> |
| l | | | <1,612.> |
| m | | | <1,528.> |
| n | | | <1,348.> |
| o | | | <1,263.> |

| | | |
|---|---|--|
| 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 | |

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 | 400 SHS WASTE MGMT INC DEL | | 04/27/07 | 02/05/10 |
| b | 500 SHS CIGNA CORP | | 06/24/08 | 02/05/10 |
| c | 15.985 SHS BURLINGTON NORTHERN SANTA FE CP | | 09/25/08 | 02/22/10 |
| d | 0.935 SHS BERKSHIRE HATHAWAY INC CL B | | 09/25/08 | 02/26/10 |
| e | SHS NORTEL NETWORKS - LITIGATION | | | 04/15/10 |
| f | SHS AOL TIME WARNER - LITIGATION | | | 03/10/10 |
| g | 200 SHS WASTE MGMT INC DEL | | 01/05/06 | 02/05/10 |
| h | 100 SHS ISHARES RUSSELL 1000 GROWTH | | 01/23/09 | 02/05/10 |
| i | 100 SHS ISHARES RUSSELL 1000 VALUE | | 01/23/09 | 02/05/10 |
| j | 300 SHS ISHARES FTSE XINHAU HK CHINA 25 INDEX | | 02/04/10 | 04/15/10 |
| k | SHS CARDINAL HEALTH SECURITIES LITIGATION | | 05/01/07 | 09/15/09 |
| l | 400 SHS WASTE MGMT INC DEL | | 08/25/05 | 02/05/10 |
| m | 250 SHS DOMINION RESOURCE INC | | 08/17/00 | 02/05/10 |
| n | SHS RIO TINTO PLC - RIGHTS | | | 07/17/09 |
| o | 250 SHS ISHARES MSCI MEXICO INVESTABLE MARKET IND | | 10/05/09 | 04/15/10 |

| (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 | 12,983. | | 14,185. | <1,202.> |
| b | 17,512. | | 18,704. | <1,192.> |
| c | 1,163. | | 1,166. | <3.> |
| d | 69. | | 68. | 1. |
| e | 54. | | | 54. |
| f | 357. | | | 357. |
| g | 6,491. | | 6,068. | 423. |
| h | 4,882. | | 3,434. | 1,448. |
| i | 5,752. | | 4,259. | 1,493. |
| j | 13,197. | | 11,664. | 1,533. |
| k | 1,734. | | | 1,734. |
| l | 12,983. | | 11,064. | 1,919. |
| m | 9,474. | | 7,498. | 1,976. |
| n | 2,281. | | | 2,281. |
| o | 13,757. | | 10,853. | 2,904. |

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 | | | <1,202.> |
| b | | | <1,192.> |
| c | | | <3.> |
| d | | | 1. |
| e | | | 54. |
| f | | | 357. |
| g | | | 423. |
| h | | | 1,448. |
| i | | | 1,493. |
| j | | | 1,533. |
| k | | | 1,734. |
| l | | | 1,919. |
| m | | | 1,976. |
| n | | | 2,281. |
| o | | | 2,904. |

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

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

J. EDWIN TREACLE 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 | 250 SHS QUALCOMM INC | | 11/29/02 | 02/05/10 |
| b | 250 SHS BOEING CO | | 12/24/03 | 02/05/10 |
| c | 500 SHS GENERAL ELECTRIC | | 07/25/80 | 02/05/10 |
| d | 550 SHS ISHARES FTSE XINHAU HK CHINA 25 INDEX | | 03/23/09 | 04/15/10 |
| e | 250 SHS UNITED TECHNOLOGIES CORP. | | 02/05/10 | 02/05/10 |
| f | 850 SHS ISHARES IBOXX \$ INVEST GRADE CORP | | 03/26/09 | 04/15/10 |
| g | 2000 SHS ISHARES BARCLAYS AGGREGATE BD FUND | | 12/01/08 | 04/15/10 |
| h | 500 SHS ISHARES MSCI MEXICO INVESTABLE MARKET IND | | 07/13/09 | 04/15/10 |
| i | 4824.162 SHS ARTIO INTL EQUITY FUND II | | 06/23/08 | 02/04/10 |
| j | 1988.682 SHS ARTIO INTL EQUITY FUND II | | 12/17/09 | 02/04/10 |
| k | 4251.701 SHS ARTIO INTL EQUITY FUND II | | 10/06/09 | 02/04/10 |
| l | 2598.753 SHS ARTIO INTL EQUITY FUND II | | 07/09/09 | 02/04/10 |
| m | 3015.789 SHS COLUMBIA MARSICO GROWTH FD | | 12/22/03 | 12/16/09 |
| n | 4468.104 SHS COLUMBIA MARSICO GROWTH FD | | 12/22/03 | 02/03/10 |
| o | 4958.054 SHS COLUMBIA MARSICO INTL. OPPORT FD | | 03/10/05 | 02/03/10 |

| (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 9,829. | | 5,129. | 4,700. |
| b 15,456. | | 10,408. | 5,048. |
| c 8,440. | | 579. | 7,861. |
| d 24,194. | | 15,670. | 8,524. |
| e 16,987. | | 8,384. | 8,603. |
| f 89,707. | | 80,028. | 9,679. |
| g 207,916. | | 198,013. | 9,903. |
| h 27,515. | | 17,080. | 10,435. |
| i 54,802. | | 74,871. | <20,069.> |
| j 22,591. | | 24,600. | <2,009.> |
| k 48,299. | | 50,000. | <1,701.> |
| l 29,522. | | 25,000. | 4,522. |
| m 51,570. | | 46,021. | 5,549. |
| n 75,645. | | 68,183. | 7,462. |
| o 51,365. | | 59,100. | <7,735.> |

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 | | | 4,700. |
| b | | | 5,048. |
| c | | | 7,861. |
| d | | | 8,524. |
| e | | | 8,603. |
| f | | | 9,679. |
| g | | | 9,903. |
| h | | | 10,435. |
| i | | | <20,069.> |
| j | | | <2,009.> |
| k | | | <1,701.> |
| l | | | 4,522. |
| m | | | 5,549. |
| n | | | 7,462. |
| o | | | <7,735.> |

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

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 | 3930.897 SHS COLUMBIA MARSICO INTL. OPPORT FD | | 05/28/04 | 02/03/10 |
| b | 2000 SHS COLUMBIA MARSICO INTL. OPPORT FD | | 07/15/04 | 02/03/10 |
| c | 4000 SHS COLUMBIA MARSICO INTL. OPPORT FD | | 09/08/04 | 02/03/10 |
| d | 5042.056 SHS COLUMBIA MARSICO INTL. OPPORT FD | | 05/28/04 | 12/16/09 |
| e | 1788.157 SHS COLUMBIA MID CAP GROWTH FD | | 11/21/07 | 02/03/10 |
| f | 1202.379 SHS COLUMBIA MID CAP GROWTH FD | | 11/21/07 | 12/16/09 |
| g | 992.137 SHS COLUMBIA MID CAP GROWTH FD | | 09/26/08 | 02/03/10 |
| h | 5013.761 SHS COLUMBIA MID CAP VALUE FD | | 08/29/05 | 12/16/09 |
| i | 4915.103 SHS COLUMBIA MID CAP VALUE FD | | 08/29/05 | 02/03/10 |
| j | 1951.381 SHS COLUMBIA SMALL CAP GROWTH I FD | | 07/13/07 | 02/03/10 |
| k | 1998.114 SHS COLUMBIA SMALL CAP GROWTH I FD | | 11/21/07 | 02/03/10 |
| l | CAPITAL GAIN DISTRIBUTION | | | |
| 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 40,724. | | 41,628. | <904.> |
| b 20,720. | | 20,920. | <200.> |
| c 41,440. | | 41,360. | 80. |
| d 53,950. | | 53,395. | 555. |
| e 36,317. | | 51,016. | <14,699.> |
| f 24,264. | | 34,304. | <10,040.> |
| g 20,150. | | 21,450. | <1,300.> |
| h 54,650. | | 68,789. | <14,139.> |
| i 55,000. | | 67,435. | <12,435.> |
| j 46,365. | | 65,020. | <18,655.> |
| k 47,475. | | 64,879. | <17,404.> |
| l 777. | | | 777. |
| 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 | | | <904.> |
| b | | | <200.> |
| c | | | 80. |
| d | | | 555. |
| e | | | <14,699.> |
| f | | | <10,040.> |
| g | | | <1,300.> |
| h | | | <14,139.> |
| i | | | <12,435.> |
| j | | | <18,655.> |
| k | | | <17,404.> |
| l | | | 777. |
| 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 | <62,850.> |
| 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 |

2009 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

| Asset No | Description | Date Acquired | Method | Life | C o n v | Unadjusted Cost Or Basis | Bus % Excl | Section 179 Expense | Reduction in Basis | Basis For Depreciation | Beginning Accumulated Depreciation | Current Sec 179 Expense | Current Year Deduction | Ending Accumulated Depreciation |
|----------|--------------------------|---------------|--------|-------|---------|--------------------------|------------|---------------------|--------------------|------------------------|------------------------------------|-------------------------|------------------------|---------------------------------|
| 1 | FILE CABINET | 03/15/76 | SL | 10.00 | HY16 | 624. | | | | 624. | 624. | | 0. | 624. |
| 2 | FILE CABINET | 07/15/78 | SL | 10.00 | HY16 | 134. | | | | 134. | 134. | | 0. | 134. |
| 3 | IBM TYPEWRITER | 05/15/80 | SL | 5.00 | HY16 | 460. | | | | 460. | 460. | | 0. | 460. |
| 4 | DESK | 02/24/92 | SL | 10.00 | HY16 | 495. | | | | 495. | 495. | | 0. | 495. |
| 5 | CREDENZA | 02/24/92 | SL | 10.00 | HY16 | 335. | | | | 335. | 335. | | 0. | 335. |
| 6 | CHAIR, SEC. | 02/24/92 | SL | 10.00 | HY16 | 130. | | | | 130. | 130. | | 0. | 130. |
| 7 | CHAIR, SIDE | 02/24/92 | SL | 10.00 | HY16 | 120. | | | | 120. | 120. | | 0. | 120. |
| 8 | ANSWERING MACHINE | 02/24/92 | SL | 5.00 | HY16 | 87. | | | | 87. | 87. | | 0. | 87. |
| 9 | 4 DOOR FILE CABINET | 05/30/96 | SL | 5.00 | HY16 | 220. | | | | 220. | 220. | | 0. | 220. |
| 10 | PENTON 300 MBX, 32 MB | 12/16/97 | SL | 5.00 | HY16 | 1,179. | | | | 1,179. | 1,179. | | 0. | 1,179. |
| 11 | WINDOWS 95, ETC | 12/16/97 | SL | 5.00 | HY16 | 411. | | | | 411. | 411. | | 0. | 411. |
| 12 | HP DESKJET 694 COLOR | 12/16/97 | SL | 5.00 | HY16 | 270. | | | | 270. | 270. | | 0. | 270. |
| 13 | ACER 15" MONITOR | 12/16/97 | SL | 5.00 | HY16 | 249. | | | | 249. | 249. | | 0. | 249. |
| 14 | COMPTON DESK | 12/17/97 | SL | 10.00 | HY16 | 596. | | | | 596. | 596. | | 0. | 596. |
| 15 | INTEL COMPUTER | 06/17/02 | SL | 5.00 | HY16 | 1,120. | | | | 1,120. | 1,120. | | 0. | 1,120. |
| | * TOTAL 990-PF PG 1 DEPR | | | | | 6,430. | | | | 6,430. | 6,430. | | 0. | 6,430. |

928111
04-24-09

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

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

| SOURCE | AMOUNT |
|--|--------|
| COLUMBIA CASH RESERVES TRUST | 166. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 166. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|----------------------------------|--------------|----------------------------|----------------------|
| VARIOUS | 160,424. | 0. | 160,424. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 160,424. | 0. | 160,424. |

FORM 990-PF ACCOUNTING FEES STATEMENT 3

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|--|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| AUDIT OF FINANCIAL STATEMENTS AND PREPARATION OF FORM 990-PF | 7,854. | 7,854. | | 0. |
| TO FORM 990-PF, PG 1, LN 16B | 7,854. | 7,854. | | 0. |

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| TRUST FEES FOR MAINTAINING INVESTMENT ASSETS | 23,357. | 23,357. | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 23,357. | 23,357. | | 0. |

| | | | |
|-------------|-------|-----------|---|
| FORM 990-PF | TAXES | STATEMENT | 5 |
|-------------|-------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FEDERAL EXCISE TAXES | 1,086. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 1,086. | 0. | | 0. |

| | | | |
|-------------|----------------|-----------|---|
| FORM 990-PF | OTHER EXPENSES | STATEMENT | 6 |
|-------------|----------------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INSURANCE | 4,544. | 2,272. | | 2,272. |
| MISCELLANEOUS | 53. | 24. | | 29. |
| P.O. BOX RENT | 44. | 22. | | 22. |
| OFFICE SUPPLIES | 604. | 302. | | 302. |
| POSTAGE | 56. | 28. | | 28. |
| TELEPHONE | 993. | 496. | | 497. |
| TO FORM 990-PF, PG 1, LN 23 | 6,294. | 3,144. | | 3,150. |

| | | | |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE STOCK | STATEMENT | 7 |
|-------------|-----------------|-----------|---|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|----------------------|
| SEE ATTACHED SCHEDULE | 3,055,395. | 3,055,395. |
| SEE ATTACHED SCHEDULE | 2,237,039. | 2,237,039. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 5,292,434. | 5,292,434. |

| | | | |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE BONDS | STATEMENT | 8 |
|-------------|-----------------|-----------|---|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|-------------------|
| SEE ATTACHED SCHEDULE | 813,424. | 813,424. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 813,424. | 813,424. |

| | | | |
|-------------|-------------------|-----------|---|
| FORM 990-PF | OTHER INVESTMENTS | STATEMENT | 9 |
|-------------|-------------------|-----------|---|

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|--|------------------|------------|-------------------|
| MISCELLANEOUS | FMV | 5. | 5. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 5. | 5. |

| | | | |
|-------------|--|-----------|----|
| FORM 990-PF | DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT | STATEMENT | 10 |
|-------------|--|-----------|----|

| DESCRIPTION | COST OR OTHER BASIS | ACCUMULATED DEPRECIATION | BOOK VALUE |
|------------------------------------|---------------------|--------------------------|------------|
| FILE CABINET | 624. | 624. | 0. |
| FILE CABINET | 134. | 134. | 0. |
| IBM TYPEWRITER | 460. | 460. | 0. |
| DESK | 495. | 495. | 0. |
| CREDENZA | 335. | 335. | 0. |
| CHAIR, SEC | 130. | 130. | 0. |
| CHAIR, SIDE | 120. | 120. | 0. |
| ANSWERING MACHINE | 87. | 87. | 0. |
| 4 DOOR FILE CABINET | 220. | 220. | 0. |
| PENTIUM 200 MMX, 32 MB | 1,179. | 1,179. | 0. |
| WINDOWS 95, ETC | 411. | 411. | 0. |
| HP DESKJET 694 COLOR | 270. | 270. | 0. |
| ACER 15" MONITOR | 249. | 249. | 0. |
| COMPUTER DESK | 596. | 596. | 0. |
| INTEL COMPUTER | 1,120. | 1,120. | 0. |
| TOTAL TO FM 990-PF, PART II, LN 14 | 6,430. | 6,430. | 0. |

| FORM 990-PF | OTHER ASSETS | | STATEMENT 11 |
|----------------------------------|-------------------------------|---------------------------|----------------------|
| DESCRIPTION | BEGINNING OF YR BOOK VALUE | END OF YEAR BOOK VALUE | FAIR MARKET VALUE |
| RECOVERABLE EXCISE TAXES | 4,610. | 234. | 234. |
| TO FORM 990-PF, PART II, LINE 15 | 4,610. | 234. | 234. |

| FORM 990-PF | PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS | STATEMENT 12 |
|-------------|---|--------------|
|-------------|---|--------------|

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN- SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|--|------------------------------------|-------------------|------------------------------|--------------------|
| JOHN W. COOKE GLOUCESTER, VA | PRESIDENT UNTIL 6/11/09 4.00 | 3,025. | 0. | 0. |
| HARRY E. DUNN GLOUCESTER, VA | PRESIDENT & FOUNDATION MAN 2.00 | 16,800. | 0. | 0. |
| CYNTHIA B. HORSLEY GLOUCESTER, VA | SECRETARY & GRANT ADMIN 8.00 | 15,475. | 0. | 0. |
| NANCY POWELL GLOUCESTER, VA | TREASURER & SECRETARY 8.00 | 15,400. | 0. | 0. |
| ROBERT A. MAY GLOUCESTER, VA | VICE PRESIDENT 0.25 | 6,300. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 57,000. | 0. | 0. |

THE J. EDWIN TREAKLE FOUNDATION, INCORPORATED
54-6051620
GRANTS

FISCAL YEAR MAY 1, 2009 – APRIL 30, 2010

| GRANTEE NAME AND ADDRESS | TOTAL AMOUNT | PURPOSE OF GRANT | FOUNDATION STATUS |
|--|---------------------|---|---|
| Abingdon Volunteer Fire & Rescue, Inc. Bena, Virginia | \$50,000.00 | Pay for equipment & training | Exempt 501 (c) (3) Public 509 (a) (1) |
| Animal Care Society Mathews, Virginia | 10,000.00 | Help clients who can't pay for pets' spay/neuter | Exempt 501 (c) (3) Public 509 (a) |
| Antioch Baptist Church Susan, Virginia | 500.00 | Pay for upkeep of church | No IRS Rulings |
| Bay Aging Urbanna, Virginia | 1,900.00 | Pay travel costs of volunteers | Exempt 501 (c) (3) Public 509 (a) |
| Bay School Cultural Arts Center, The Mathews, Virginia | 1,000.00 | Pay for music lessons for students | Exempt 501 (c) (3) Public 509 (a) |
| Bethel United Methodist Church Mathews, Virginia | 500.00 | Pay on debt for restoration of sanctuary | Exempt 501 (c) (3) Public 509 (a) (1) |
| Boys and Girls Clubs of Gloucester & Mathews Newport News, Virginia | 1,000.00 | General operating expenses | Exempt 501 (c) (3) Public 509 (a) (1) |
| Chesapeake Bay Foundation Annapolis, Maryland | 2,000.00 | Support Virginia Education Program | Exempt 501 (c) (3) Public 509 (a) (1) |
| Christopher Newport University Newport News, Virginia | 1,000.00 | Establish annual Treacle Foundation scholarship for area student | Exempt 501 (c) (3) Public 509 (a) (1) |
| Circle of Friends Foundation Gloucester Point, Virginia | 2,000.00 | Help local handicapped people with expenses & renovate Circle House | Exempt 501 (c) (3) Public 509 (a) (1) |
| Concerts by the Bay, Inc. North, Virginia | 1,000.00 | Fund workshops & concerts for students in Glou. & Mathews schools | Exempt 501 (c) (3) Public 509 (a) |
| Fairfield Foundation, Inc., The White Marsh, Virginia | 1,000.00 | Support Internship Program | Exempt 501 (c) (3) Public 170 (b) (1) |
| First Baptist Church Mathews, Virginia | 500.00 | Community outreach and repairs to church | No IRS Rulings Rulings dated prior to 1969 |

THE J. EDWIN TREAKLE FOUNDATION, INCORPORATED
54-6051620
GRANTS

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FISCAL YEAR MAY 1, 2008 – APRIL 30, 2009

| GRANTEE NAME AND ADDRESS | TOTAL AMOUNT | PURPOSE OF GRANT | FOUNDATION STATUS |
|--|---------------------|---|--|
| Foodbank of the Virginia Peninsula Newport News, Virginia | 8,000.00 | Buy food for needy in Glou. & Mathews | Exempt 501 (c) (3) Public 509 (a) (1) |
| Girl Scout Council of Colonial Coast Chesapeake, Virginia | 3,000.00 | Buy 3 tents, tent flies, and pole sets | Exempt 501 (c) (3) Public 509 (a) |
| Gloucester County 4-H Gloucester, Virginia | 5,000.00 | Pay for scholarships, counselors' training, and transportation to and from camp | Exempt 501 (c) (3) Public 509 (a) (1) |
| Gloucester Fair Association, Inc. Gloucester, Virginia | 1,000.00 | Rent temporary lights & tent for fair | Exempt 501 (c) (3) Public 509 (a) (2) |
| Gloucester Housing Partnership Hayes, Virginia | 14,000.00 | Provide housing for low-income families in Glou. | Exempt 501 (c) (3) Public 509 (a) (1) |
| Gloucester Library Board of Trustees Gloucester, Virginia | 23,000.00 | Buy books & library materials | Exempt 501 (c) (3) Public 509 (a) (1) |
| Gloucester-Mathews Humane Society Gloucester, Virginia | 10,000.00 | Buy used pick-up with camper to take animals to vet and haul supplies | Exempt 501 (c) (3) Public 509 (a) |
| Gloucester Rowing Association Gloucester, Virginia | 3,000.00 | Buy equipment and training | Exempt 501 (c) (3) Public 170 (b) (1) |
| Gloucester Volunteer Fire and Rescue Squad Gloucester, Virginia | 50,000.00 | Buy 10 breathing apparatus & 36 backup filters | Exempt 501 (c) (3) Public 509 (a) (1) |
| Gwynn's Island Civic League Gwynn, Virginia | 500.00 | Replace septic system in rental house | Exempt 501 (c) (3) Public 509 (a) (1) |
| Habitat for Humanity of Gloucester-Mathews Gloucester, Virginia | 5,000.00 | Finish house on Providence Road | Exempt 501 (c) (3) Public 170 (b) (1) |
| Hands Across Mathews Mathews, Virginia | 14,000.00 | Help needy in Mathews | Exempt 501 (c) (3) Public 509 (a) (1) |
| Haynes Cemetery, Inc. Cobbs Creek, Virginia | 500.00 | Maintain cemetery | Exempt 501 (c) (13) No Public or Private Ruling |

THE J. EDWIN TREACLE FOUNDATION, INCORPORATED
54-6051620
GRANTS

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FISCAL YEAR MAY 1, 2008 – APRIL 30, 2009

| GRANTEE NAME AND ADDRESS | TOTAL AMOUNT | PURPOSE OF GRANT | FOUNDATION STATUS |
|--|---------------------|--|--|
| Hospital Hospitality House Richmond, Virginia | 1,000.00 | Support Family Assistance Program | Exempt 501 (c) (3) Public 509 (a) (1) |
| Jacob's Ladder, Inc. Urbanna, Virginia | 6,000.00 | Pay costs of gifted, at-risk kids from Glou., Mathews, Middlesex | Exempt 501 (c) (3) Public 509 (a) |
| Kingston Parish Preschool Mathews, Virginia | 500.00 | Buy teaching materials & toys | Exempt 501 (c) (3) Public 509 (a) (1) |
| Laurel Shelter, Inc. Gloucester, Virginia | 4,000.00 | Pay expenses for victims of domestic violence | Exempt 501 (c) (3) Public 509 (a) (1) |
| Literacy Volunteers of Gloucester, Inc. White Marsh, Virginia | 1,000.00 | Training tutors and paying coordinator | Exempt 501 (c) (3) Public 509 (a) (1) |
| Mathews Baptist Church Hudgins, Virginia | 600.00 | Maintain cemetery lots where Treacle family is buried | No IRS Rulings |
| Mathews County TRIAD, Inc. Mathews, Virginia | 2,000.00 | Pay LifeLine for 6 indigent seniors | Exempt 501 (c) (3) Public 170 (b) (1) |
| Mathews County Visitor & Information Center Mathews, Virginia | 1,000.00 | Pay for publication & refurbish Sibley's Store | Exempt 501 (c) (3) Public 170 (b) (1) |
| Mathews Family YMCA Mathews, Virginia | 1,000.00 | Fund sports programs | Exempt 501 (c) (3) Public 509 (a) (1) |
| Mathews High School Crew Mathews, Virginia | 3,000.00 | Buy equipment, pay fees & travel | Use Public School Rulings |
| Mathews Land Conservancy Mathews, Virginia | 6,000.00 | Complete Williams Wharf Project | Exempt 501 (c) (3) Public 509 (a) (1) |
| Mathews Memorial Library, Friends of Mathews, Virginia | 23,000.00 | Buy computers, books, periodicals, DVDs and videos | Exempt 501 (c) (3) Public 509 (a) |
| Mathews Volunteer Fire Department Mathews, Virginia | 25,000.00 | Build new station in Cobbs Creek | Exempt 501 (c) (3) Public 509 (a) (1) |
| Mathews Volunteer Rescue Squad Mathews, Virginia | 25,000.00 | Buy new equipment and ambulance | Exempt 501 (c) (3) Public 509 (a) |
| New Creation Ministries Mathews, Virginia | 500.00 | Fund program to help at-risk girls | Exempt 501 (c) (3) Public 509 (a) (1) |

THE J. EDWIN TREACLE FOUNDATION, INCORPORATED
54-6051620
GRANTS

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FISCAL YEAR MAY 1, 2008 – APRIL 30, 2009

| GRANTEE NAME AND ADDRESS | TOTAL AMOUNT | PURPOSE OF GRANT | FOUNDATION STATUS |
|---|---------------------|--|--|
| Park Partners Gloucester, Virginia | 1,500.00 | Buy playground equipment & repairs | Exempt 501 (c) (3) Public 509 (a) |
| Pear Tree Cemetery Association Mathews, Virginia | 500.00 | Maintenance of cemetery | Exempt 501 (c) (3) No Public or Private Ruling |
| Precious Purrs & Paws, Inc. Gloucester, Virginia | 500.00 | Buy food, medications, & vet care for animals | Exempt 501 (c) (3) Public 509 (a) (1) |
| Rappahannock Community College Warsaw, Virginia | 7,000.00 | Provide scholarships and updating Library | Exempt 501 (c) (3) Public 509 (a) (1) |
| Rappahannock Westminster-Canterbury Foundation, Inc. Irvington, Virginia | 500.00 | Support Fellowship Assistance Program | Exempt 501 (c) (3) Public 509 (a) (1) |
| Reading Is Fundamental - Lee Jackson Hallieford, Virginia | 2,000.00 | Buy books for Lee Jackson students | Exempt 501 (c) (3) Public 509 (a) (2) |
| Reading Is Fundamental - T.C. Walker Elem. Gloucester, Virginia | 2,000.00 | Purchase books to give students | Exempt 501 (c) (3) Public 509 (a) (2) |
| Rosewell Foundation, The Gloucester, Virginia | 1,000.00 | Provide services to visitors | Exempt 501 (c) (3) Public 509 (a) (1) |
| Rural Infant Services Program Saluda, Virginia | 1,000.00 | Buy program equipment & materials | Exempt 501 (c) (3) Public 509 (a) (1) |
| St. Paul Cemetery Association Susan, Virginia | 500.00 | Perpetual care of cemetery | Exempt 501 (c) (13) No Public or Private Ruling |
| Salvation Army - Gloucester-Mathews Hayes, Virginia | 10,000.00 | Assist with rent, utilities, fuel, heat, medications, and camp for kids | Exempt 501 (c) (3) Public 509 (a) (1) |
| The Samaritan Group White Marsh, Virginia | 3,000.00 | Assist needy in Gloucester with rent, utilities, transportation, and medical bills | Exempt 501 (c) (3) Public 509 (a) (1) |

THE J. EDWIN TREACLE FOUNDATION, INCORPORATED
54-6051620
GRANTS

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FISCAL YEAR MAY 1, 2008 – APRIL 30, 2009

| GRANTEE NAME AND ADDRESS | TOTAL AMOUNT | PURPOSE OF GRANT | FOUNDATION STATUS |
|--|---------------------|--|--|
| Virginia Living Museum Newport News, Virginia | 2,000.00 | Pay on audio system for classroom/amphitheater | Exempt 501 (c) (3) Public 509 (a) (1) |
| Virginia Premiere Theatre Foster, Virginia | 500.00 | Provide workshops at GHS for 50 students | Exempt 501 (c) (3) Public 170 (b) (1) |
| Ware Academy Gloucester, Virginia | 1,000.00 | Continuing education for faculty | Exempt 501 (c) (3) Public 509 (a) (1) |
| Washington and Lee University Lexington, Virginia | 1,000.00 | Study climate change in Barbados | Exempt 501 (c) (3) Public 170 (b) (1) (A) |
| Watermen's Museum Yorktown, Virginia | 2,000.00 | Support education programs for schools | Exempt 501 (c) (3) Public 509 (a) (1) |
| TOTALS | \$345,000.00 | | |

THE J. EDWIN TREAKLE FOUNDATION, INC.

CORPORATE STOCK LIST

990PF - RETURN OF PRIVATE FOUNDATION

Part II - BALANCE SHEETS

LINE 10B - INVESTMENTS

FEIN: 54-6051620

FISCAL YEAR MAY 1, 2009 - APRIL 30, 2010

STOCKS

| <u>Shares</u> | <u>Description</u> | <u>Cost</u> | <u>Fair Value</u> |
|-----------------|---|-------------|-------------------|
| 500 | Abbott Labs | \$ 27,343 | \$ 25,580 |
| 1,000 | Agilent Technologies Inc | 38,024 | 36,260 |
| 1,250 | Altria Group | 2,192 | 26,487 |
| 800 | Apache Corp | 32,180 | 81,408 |
| 100 | Apple Inc | 19,762 | 26,109 |
| 600 | AT&T Inc | 16,391 | 15,636 |
| 300 | Avon Products Inc | 12,572 | 9,699 |
| 500 | Axis Capital Holdings LTD B | 14,355 | 15,585 |
| 185 | Berkshire Hathaway Inc CL B | 13,497 | 14,245 |
| 250 | Best Buy Inc | 9,769 | 11,380 |
| 750 | Boeing Co | 31,223 | 54,323 |
| 1,100 | Chevron Corp | 28,922 | 89,584 |
| 1,750 | Cisco Systems | 54,008 | 47,128 |
| 1,000 | Coca Cola Co | 755 | 53,450 |
| 800 | Colgate Palmolive Co | 49,325 | 67,280 |
| 1,250 | Dominion Resource Inc | 37,491 | 52,250 |
| 250 | Dover Corp | 10,891 | 13,055 |
| 1250 | EMC Corp | 21,169 | 23,762 |
| 100 | Entergy Corporation New | 9,401 | 8,129 |
| 500 | Exelon Corp. | 26,831 | 21,795 |
| 700 | Express Scripts Inc | 36,971 | 70,091 |
| 1,750 | Exxon Mobil Corporation | 46,269 | 118,597 |
| 500 | FPL Group Inc | 31,011 | 26,025 |
| 3,000 | General Electric Company | 3,476 | 56,580 |
| 250 | Gilead Sciences Inc | 11,886 | 9,928 |
| 175 | Goldman Sachs Group Inc | 25,148 | 25,410 |
| 1,000 | Hewlett Packard Co. | 28,129 | 51,970 |
| 700 | International Business Machines Corp | 60,716 | 90,300 |
| 1,165 | Ishares Barclays Aggregated Bond | 115,452 | 122,197 |
| 465 | Ishares Iboxx \$ Invest Grade Corp Bond | 46,530 | 49,899 |
| 1,910 | Ishares MSCI Australia Index | 31,649 | 44,770 |
| 1,000 | Ishares MSCI Brazil Index | 68,145 | 72,257 |
| Balance Forward | | \$ 961,483 | \$ 1,431,169 |

See accompanying notes

THE J. EDWIN TREAKLE FOUNDATION, INC.

CORPORATE STOCK LIST

990PF - RETURN OF PRIVATE FOUNDATION

Part II - BALANCE SHEETS

LINE 10B - INVESTMENTS

FEIN: 54-6051620

FISCAL YEAR MAY 1, 2009 - APRIL 30, 2010

STOCKS (Continued)

| <u>Shares</u> | <u>Description</u> | <u>Cost</u> | <u>Fair Value</u> |
|---------------|---|--------------|-------------------|
| | Balance Forwarded | \$ 961,483 | \$ 1,431,169 |
| 1,590 | Ishares MSCI Canada Index | 32,714 | 44,885 |
| 1,000 | Ishares MSCI Chile Investable Market Index | 56,640 | 56,450 |
| 750 | Ishares MSCI Mexico Investable Market Index | 34,807 | 39,742 |
| 5,000 | Ishares MSCI Singapore Index | 56,595 | 60,050 |
| 850 | Ishares MSCI South Korea Index | 43,758 | 44,073 |
| 1,150 | Ishares Russell 1000 Growth Index | 39,491 | 60,387 |
| 900 | Ishares Russell 1000 Value Index | 38,329 | 56,394 |
| 1,000 | Johnson & Johnson | 14,363 | 64,300 |
| 750 | Kellogg Company | 34,776 | 41,205 |
| 250 | Laboratory Corp of America Holdings | 18,199 | 19,642 |
| 150 | Lockheed Martin Corp | 11,474 | 12,734 |
| 10 | Mathews Yacht Club | 50 | 50 |
| 250 | Merck & Co Inc | 8,074 | 8,760 |
| 2,500 | Microsoft Corp | 55,526 | 76,338 |
| 350 | Monsanto Co | 23,054 | 22,071 |
| 250 | Noble Corp | 12,219 | 9,873 |
| 125 | Occidental Petroleum Corporation | 9,847 | 11,083 |
| 150 | Parker Hannifin Corp | 8,468 | 10,377 |
| 1,000 | Pepsico Inc | 48,497 | 65,220 |
| 1,000 | Pfizer Inc | 18,318 | 16,720 |
| 1,750 | Philip Morris International Inc | 7,052 | 85,890 |
| 250 | PNC Financial Services Group Inc. | 13,236 | 16,803 |
| 400 | Praxair Inc. | 21,667 | 33,508 |
| 800 | Proctor & Gamble Co | 7,953 | 49,727 |
| 750 | Qualcomm Inc | 15,386 | 29,010 |
| 100 | Rio Tinto PLC | 19,403 | 5,086 |
| 250 | Southwestern Energy Co | 8,831 | 9,920 |
| 250 | Staples Inc | 5,854 | 5,884 |
| 1,000 | Texas Instruments Inc | 25,856 | 26,010 |
| 250 | Thermo Fisher Scientific Corp. | 13,834 | 13,820 |
| 300 | Tyco International Ltd | 10,835 | 11,637 |
| | Balance Forward | \$ 1,676,589 | \$ 2,438,818 |

See accompanying notes

THE J. EDWIN TREAKLE FOUNDATION, INC.**CORPORATE STOCK LIST****990PF - RETURN OF PRIVATE FOUNDATION****Part II - BALANCE SHEETS****LINE 10B - INVESTMENTS****FEIN: 54-6051620****FISCAL YEAR MAY 1, 2009 - APRIL 30, 2010****STOCKS (Continued)**

| <u>Shares</u> | <u>Description</u> | <u>Cost</u> | <u>Fair Value</u> |
|---------------|-------------------------------------|---------------------|---------------------|
| | Balance Forwarded | \$ 1,676,589 | \$ 2,438,818 |
| 1,000 | United Technologies Corp. | 46,710 | 74,950 |
| 2,250 | US Bancorp | 61,987 | 60,232 |
| 8,400 | Vanguard Emerging Markets Stock ETF | 334,772 | 353,304 |
| 1,500 | Verizon Communications | 36,503 | 43,350 |
| 250 | Walt Disney Co | 8,592 | 9,210 |
| 1,000 | Wells Fargo & Co. | 23,445 | 33,110 |
| 1,000 | Yum Brands Inc | 19,620 | 42,420 |
| | <u>Total Stocks</u> | <u>\$ 2,208,218</u> | <u>\$ 3,055,394</u> |

MUTUAL FUNDS

| <u>Shares</u> | <u>Description</u> | <u>Cost</u> | <u>Fair Value</u> |
|---------------|---|---------------------|---------------------|
| 10,194 | Artio Global High Income Fund | \$ 100,000 | \$ 107,543 |
| 4,031 | Aston Montag & Cardwell Growth Fund | 88,520 | 93,510 |
| 5,359 | Columbia Acorn International Fund | 193,737 | 193,665 |
| 3,582 | Columbia Marsico Growth Fund | 54,923 | 66,448 |
| 6,306 | Columbia Mid Cap Value Fund | 86,513 | 78,946 |
| 9,046 | Columbia Select Large Cap Growth Fund | 89,560 | 97,152 |
| 3,067 | Columbia Small Cap Growth I Fund | 74,511 | 84,079 |
| 19,010 | Columbia Small Cap Value Fund | 195,434 | 242,568 |
| 1,694 | Columbia Value & Restructuring Fund | 74,356 | 76,614 |
| 9,715 | Columbia Acorn Select Fund | 209,008 | 252,785 |
| 4,169 | Harbor International Fund | 227,949 | 226,773 |
| 29,220 | Pimco Commodity Realreturn Strategy Fund | 237,680 | 236,681 |
| 17,473 | Pimco Total Return Fund | 182,450 | 194,476 |
| 10,091 | Robeco Boston Partners Mid Cap Value Fund | 91,050 | 102,528 |
| 8,033 | T Rowe Price International Funds Inc | 77,480 | 77,358 |
| 4,119 | Thornburg International Value Fund | 97,840 | 105,914 |
| | <u>Total Mutual Funds</u> | <u>2,081,011</u> | <u>2,237,040</u> |
| | <u>TOTAL SECURITIES</u> | <u>\$ 4,289,229</u> | <u>\$ 5,292,434</u> |

See accompanying notes

THE J. EDWIN TREACLE FOUNDATION, INC.

CORPORATE BONDS LIST

990PF - RETURN OF PRIVATE FOUNDATION

Part II - BALANCE SHEETS

LINE 10C - INVESTMENTS

FEIN: 54-6051620

FISCAL YEAR MAY 1, 2009 - APRIL 30, 2010

CORPORATE AND OTHER OBLIGATIONS

| <u>Face Value</u> | <u>Description</u> | <u>Cost</u> | <u>Fair Value</u> |
|--|---|-------------------|-------------------|
| 100,000 | Wal-Mart Stores; 4.75%; due 8/15/10 | \$ 98,077 | \$ 101,252 |
| 250,000 | Federal Home Loan Bank; 6.1%; due 12/13/10 | 250,000 | 258,437 |
| 125,000 | Goldman Sachs Group Inc.; 6.875%; due 1/15/11 | 126,553 | 129,418 |
| 100,000 | SBC Communications Inc; 5.875%; due 2/1/12 | 100,431 | 107,610 |
| 100,000 | Merck & Co Inc SR NT; 4.375%; due 2/15/13 | 101,843 | 107,314 |
| 100,000 | BellSouth Corp; 5.2%; due 9/15/14 | 99,177 | 109,393 |
| <u>Total Corporate and Other Obligations</u> | | <u>\$ 776,081</u> | <u>\$ 813,424</u> |

See accompanying notes