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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning JUL 1, 2009, and ending JUN 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
SLEMP FOUNDATION
C/O U.S. BANK, N.A.

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
PO BOX 1118, TRUST TAX ML CN-OH-W10X

City or town, state, and ZIP code
CINCINNATI, OH 45201-1118

A Employer identification number
31-6025080

B Telephone number
513-762-8878

C If exemption application is pending, check here ☐
 D 1. Foreign organizations, check here ☐
 2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
☒ \$ **17,142,511.** (Part I, column (d) must be on cash basis.)

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
 F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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 ☒ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	294.	294.		STATEMENT 1
4	Dividends and interest from securities	467,428.	467,428.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<22,436.>			
b	Gross sales price for all assets on line 6a	2,688,888.			
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	1,822.	1,822.		STATEMENT 3
12	Total. Add lines 1 through 11	447,108.	469,544.		
13	Compensation of officers, directors, trustees, etc.	54,508.	16,352.		38,156.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees				
c	Other professional fees	74,570.	67,113.		7,457.
17	Interest				
18	Taxes	3,585.	3,585.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	13,232.	3,970.		9,262.
22	Printing and publications	99.	0.		99.
23	Other expenses	15,995.	10,078.		5,917.
24	Total operating and administrative expenses. Add lines 13 through 23	161,989.	101,098.		60,891.
25	Contributions, gifts, grants paid	460,510.			460,510.
26	Total expenses and disbursements. Add lines 24 and 25	622,499.	101,098.		521,401.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	<175,391.>			
b	Net investment income (if negative, enter -0-)		368,446.		
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				13.	13.
	2 Savings and temporary cash investments			1,472,957.	664,542.	664,542.
	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			297,714.		
	b Investments - corporate stock STMT 8			11,277,846.	12,050,928.	14,472,775.
	c Investments - corporate bonds STMT 9			1,734,482.	1,892,302.	2,005,181.
11 Investments - land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 10			1.	1.	0.	
14 Land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers)			14,783,000.	14,607,786.	17,142,511.	
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 ▶ ☐					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	27 Capital stock, trust principal, or current funds			13,507,704.	13,507,704.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			1,275,296.	1,100,082.	
30 Total net assets or fund balances			14,783,000.	14,607,786.		
31 Total liabilities and net assets/fund balances			14,783,000.	14,607,786.		

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	14,783,000.
2 Enter amount from Part I, line 27a	2	<175,391.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	177.
4 Add lines 1, 2, and 3	4	14,607,786.
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	14,607,786.

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 SCHEDULE D DETAIL - SHORT-TERM	P		
b SCHEDULE D DETAIL - LONG-TERM	P		
c CAPITAL GAIN DIVIDENDS			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 643,051.		609,334.	33,717.
b 2,045,837.		2,105,216.	<59,379.>
c			3,226.
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			33,717.
b			<59,379.>
c			3,226.
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	<22,436.>
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	809,741.	16,761,355.	.048310
2007	661,807.	21,561,473.	.030694
2006	581,963.	21,970,746.	.026488
2005	1,547,385.	20,042,790.	.077204
2004	1,039,886.	19,834,775.	.052427

2 Total of line 1, column (d)	2	.235123
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	.047025
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	17,762,833.
5 Multiply line 4 by line 3	5	835,297.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,684.
7 Add lines 5 and 6	7	838,981.
8 Enter qualifying distributions from Part XII, line 4	8	521,401.

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.

SLEMP FOUNDATION

Form 990-PF (2009)

C/O U.S. BANK, N.A.

31-6025080

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	7,369.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	7,369.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	7,369.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	6,630.	
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	6,630.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	739.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.SLEMPFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>U.S. BANK, N.A.</u> Telephone no ► <u>(513) 762-8878</u> Located at ► <u>5TH & WALNUT STS, CINCINNATI, OH</u> ZIP+4 ► <u>45201-1118</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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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)?

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

N/A

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
NANCEY E. SMITH P O BOX 5208 CINCINNATI, OH 45201	TRUSTEE 10.00	12,527.	0.	1,200.
MELISSA SMITH JENSEN P O BOX 5208 CINCINNATI, OH 45201	TRUSTEE 5.00	12,527.	0.	1,200.
JAMES C. SMITH P O BOX 5208 CINCINNATI, OH 45201	TRUSTEE 5.00	12,527.	0.	1,200.
PAMELA S ORCUTT P O BOX 5208 CINCINNATI, OH 45201	TRUSTEE 5.00	12,527.	0.	800.

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	
	0.
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	
	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	17,324,051.
b	Average of monthly cash balances	1b	709,282.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	18,033,333.
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	18,033,333.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	270,500.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,762,833.
6	Minimum investment return. Enter 5% of line 5	6	888,142.

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	888,142.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	7,369.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,369.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	880,773.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	880,773.
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	880,773.

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	521,401.
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	521,401.
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	521,401.

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				880,773.
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	110,032.			
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	110,032.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 521,401.				
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				521,401.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	110,032.			110,032.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				249,340.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010: Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

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

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

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

Tax year	Prior 3 years			(e) Total	
(a) 2009	(b) 2008	(c) 2007	(d) 2006		
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

SEE STATEMENT 11

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	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
a <i>Paid during the year</i> SEE ATTACHED SCHEDULE			CHARITABLE CONTRIBUTIONS	194,510.
SEE ATTACHED SCHEDULE			SCHOLARSHIPS	266,000.
Total				460,510.
b <i>Approved for future payment</i> NONE				
Total				0.

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	294.	
4 Dividends and interest from securities			14	467,428.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	1,822.	
8 Gain or (loss) from sales of assets other than inventory			18	<22,436.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		447,108.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	447,108.

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

[illegible]

13

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

SOURCE	AMOUNT
MONEY MARKET INTEREST	294.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	294.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE INTEREST	111,995.	0.	111,995.
DOMESTIC DIVIDENDS	281,306.	0.	281,306.
FOREIGN DIVIDENDS	73,899.	0.	73,899.
US GOVT INTEREST	228.	0.	228.
TOTAL TO FM 990-PF, PART I, LN 4	467,428.	0.	467,428.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SECURITIES LITIGATION - AOL TIME WARNER	713.	713.	
SECURITIES LITIGATION - MERRILL LYNCH & CO	78.	78.	
SECURITIES LITIGATION - QWEST COMMUNICATIONS	414.	414.	
SECURITIES LITIGATION - ROYAL DUTCH PETROLEUM	553.	553.	
SECURITIES LITIGATION - WORLDCOM INC	51.	51.	
FOREIGN EXCHANGE RATE GAIN	13.	13.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,822.	1,822.	

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	74,570.	67,113.		7,457.
TO FORM 990-PF, PG 1, LN 16C	74,570.	67,113.		7,457.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	3,585.	3,585.		0.
TO FORM 990-PF, PG 1, LN 18	3,585.	3,585.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OAG FILING FEE	200.	0.		200.
CEMETERY CARE EXPENSES	5,082.	0.		5,082.
WEBSITE MAINTENANCE	140.	0.		140.
ASF MEMBERSHIP RENEWEL	495.	0.		495.
ADR FEES	220.	220.		0.
INSURANCE	2,307.	2,307.		0.
COURT COST	7,551.	7,551.		0.
TO FORM 990-PF, PG 1, LN 23	15,995.	10,078.		5,917.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
NONTAXABLE DIVIDENDS - RETURN OF CAPITAL	177.
TOTAL TO FORM 990-PF, PART III, LINE 3	177.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DOMESTIC COMMON STOCKS	9,698,217.	12,057,181.
FOREIGN STOCKS	994,607.	1,065,398.
MUTUAL FUNDS	1,358,104.	1,350,196.
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,050,928.	14,472,775.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE OBLIGATIONS	1,892,302.	2,005,181.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,892,302.	2,005,181.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SLEMP CEMETERY TURKEY COVE	COST	1.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		1.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE SLEMP FOUNDATION C/O U.S. BANK, N.A.
P.O. BOX 5208 ML: CN-OH-W7PT
CINCINNATI, OH 452015208

TELEPHONE NUMBER

513-762-8878

FORM AND CONTENT OF APPLICATIONS

SEE APPLICATION ATTACHED.

ANY SUBMISSION DEADLINES

SCHOLARSHIPS 10/15 FOR NEXT FALL SEMESTER. GRANTS - NO DEADLINE.

RESTRICTIONS AND LIMITATIONS ON AWARDS

CHARITABLE GRANTS MUST BENEFIT THE RESIDENTS OF LEE OR WISE COUNTIES,
VIRGINIA. SCHOLARSHIP RECIPIENTS MUST BE A RESIDENT OF LEE OR WISE COUNTY,
VIRGINIA OR A DESCENDANT OF A RESIDENT, THEREOF.

SLEMP FOUNDATION

31-6025080

ATTACHMENT TO FORM 990-PF PART XV

RECIPIENT	RELATIONSHIP TO FUND MGR OR CONTR	FOUNDATION STATUS OF RECIPIENT	AMOUNT	PURPOSE OF GRANT OR CONTRIBUTION
AMANDA M MULLIS	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2010, UNIVERSITY OF VIRGINIA AT WISE
KRISTIN M. PONISH	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2011, LIBERTY UNIVERSITY
MARY BAKER CHANDLER	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2010, UNIVERSITY OF VIRGINIA AT WISE
JOSHUA N TURNER	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2010, VIRGINIA TECH
DAVID CARTER	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2011, UNIVERSITY OF VIRGINIA AT WISE
ASHLEY ADKINS	NONE	N/A	1,000.00	TUITION PAYMENT- CLASS OF 2011, MOUNTAIN EMPIRE COMMUNITY COLLEGE
MAN YIN LIN	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2010, UNIVERSITY OF VIRGINIA AT WISE
AMBER MINTON	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2011, MOUNTAIN EMPIRE COMMUNITY COLLEGE
STEPHANIE L. LAWSON	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2011, MOUNTAIN EMPIRE COMMUNITY COLLEGE
JONATHAN C. TEGLAS	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2011, MOUNTAIN EMPIRE COMMUNITY COLLEGE
BRITTANY R HENSLEY	NONE	N/A	1,000.00	TUITION PAYMENT- CLASS OF 2011, UNIVERSITY OF VIRGINIA AT WISE
AMANDA VAUGHN	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2011, VIRGINIA TECH
DYLAN S. DUFFY	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2010, OLD DOMINION
MICHAEL T. HENSLEY	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2012, MOUNTAIN EMPIRE COMMUNITY COLLEGE
CASEY R. GAMBLE	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2013, UNIVERSITY OF VIRGINIA AT WISE
ROBERT A. VANGUNDY	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2013, UNIVERSITY OF VIRGINIA AT WISE
RUEY-SHYANG LIN	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2013, COLLEGE OF WILLIAM AND MARY
GARRETT S BAKER	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2013, VIRGINIA TECH
KEVIN M FOWLER	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2010, UNIVERSITY OF VIRGINIA AT WISE
WILLIAM STEWART	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2010, UNIVERSITY OF VIRGINIA AT WISE
KALEB ROBERTS	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2012, UNIVERSITY OF VIRGINIA AT WISE
ASHLEY HUNTER	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2012, MOUNTAIN EMPIRE COMMUNITY COLLEGE
AMBER N. WHISMAN	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2012, UNIVERSITY OF VIRGINIA AT WISE
CHELSEA D ROSE	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2011, UNIVERSITY OF VIRGINIA AT WISE
BROOKE LAWSON	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2010, UNIVERSITY OF VIRGINIA AT WISE
LEIGHA N. LAMBERT	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2012, UNIVERSITY OF VIRGINIA AT WISE
KRISTEN B. YATES	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2011, UNIVERSITY OF VIRGINIA AT WISE
JOSEPH NECESSARY	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2011, BRIGHAM YOUNG UNIV
JULIA B WITT	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2012, UNIVERSITY OF VIRGINIA AT WISE
ASHLEY R. MARCUM	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2012, UNIVERSITY OF VIRGINIA
AMANDA MULLINS	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2012, UNIVERSITY OF VIRGINIA
GRAHAM S. CLOUSE	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2013, LINCOLN MEMORIAL UNIVERSITY
JOHN A. TRENT	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2012, UNIVERSITY OF VIRGINIA AT WISE
ANNA P. SKINNER	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2013, METHODIST UNIVERSITY
DEREK R. CHRISTIAN	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2013, LINCOLN MEMORIAL UNIVERSITY
LESLIE J. PURCELL	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2013, VIRGINIA TECH
DAVID A. CRABTREE	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2013, UNIVERSITY OF VIRGINIA AT WISE
				TUITION PAYMENT- CLASS OF 2013, SHENANDOAH UNIVERSITY
				TUITION PAYMENT- CLASS OF 2011, EAST TENNESSEE STATE

SLEMP FOUNDATION

31-6026080

ATTACHMENT TO FORM 990-PF PART XV

RECIPIENT	RELATIONSHIP TO FUND MGR OR CONTR	FOUNDATION STATUS OF RECIPIENT	AMOUNT	PURPOSE OF GRANT OR CONTRIBUTION
ASHLEY R MCCONNELL	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2010, UNIVERSITY OF VIRGINIA AT WISE
AUDRA DELAUDER	NONE	N/A	1,000.00	TUITION PAYMENT- CLASS OF 2012, UNIVERSITY OF VIRGINIA
RACHEL HENSLEY	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2012, UNIVERSITY OF VIRGINIA AT WISE
ANDREW J. ADKINS	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2013, EAST TENNESSEE STATE
CODY A MCELROY	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2011, VIRGINIA TECH
ALLIE BLEVINS	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2012, UNIVERSITY OF VIRGINIA AT WISE
JAMES C SUTHERLAND	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2010, VIRGINIA TECH
GABRIELLE N. BROOKS	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2013, LINCOLN MEMORIAL UNIVERSITY
HANNAH L. HAMPTON	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2013, UNIVERSITY OF VIRGINIA AT WISE
KATIE L. STALLARD	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2013, VIRGINIA TECH
LAURA K WITT	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2010, UNIVERSITY OF VIRGINIA
ASHLEY L. STRONG	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2011, MOUNTAIN EMPIRE COMMUNITY COLLEGE
SARA RING	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2012, UNIVERSITY OF VIRGINIA AT WISE
RACHEL MARTIN	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2012, EAST TENNESSEE STATE UNIVERSITY
VON F. JESSEE	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2013, CARSON NEWMAN COLLEGE
MORGAN ALEXIS SCARBERRY	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2013, EAST TENNESSEE UNIVERSITY
VALERIE C. GERFIN	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2013, UNIVERSITY OF SOUTH CAROLINA
JOSHUA RICHARDSON	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2012, UNIVERSITY OF VIRGINIA AT WISE
ELIJAH S. WHITAKER	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2013, BEREA COLLEGE
MADISON A MINOR	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2010, UNIVERSITY OF VIRGINIA
NICHOLAS S. PERRY	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2011, LIBERTY UNIVERSITY
CASEY G. MCMAHAN	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2011, UNIVERSITY OF VIRGINIA AT WISE
ANDREW S FULTZ	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2010, UNIVERSITY OF VIRGINIA AT WISE
KATHERINE A. CORNETT	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2013, UNIVERSITY OF VIRGINIA
AUTUMN C. CHISENHALL	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2013, UNIVERSITY OF VIRGINIA AT WISE
ALICE PADGETT	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2012, UNC GREENSBORO
BRETTE HARDING	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2012, UNIVERSITY OF VIRGINIA
SYDNEY N. PERRY	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2013, UNIVERSITY OF VIRGINIA AT WISE
DANIEL T. FREEMAN	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2011, VIRGINIA TECH
REX YOUNG	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2012, UNIVERSITY OF VIRGINIA
HANNAH E. AUDIA	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2011, EAST TENNESSEE STATE
CHELSEA ARRINGTON	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2011, DUKE UNIVERSITY
KATRINA ISAACS	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2012, LINCOLN MEMORIAL UNIVERSITY
CARRIE MONGLE	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2012, UNIVERSITY OF VIRGINIA
OLIVIA STALLARD	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2012, UNIVERSITY OF VIRGINIA AT WISE
CHANTEL R BROOKS	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2012, EAST TENNESSEE STATE UNIVERSITY
CAMERON CURTIS	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2012, VIRGINIA TECH

SLEMP FOUNDATION

31-6025080

ATTACHMENT TO FORM 990-PF PART XV

RECIPIENT	RELATIONSHIP TO FUND MGR OR CONTR	FOUNDATION STATUS	OF RECIPIENT	AMOUNT	PURPOSE OF GRANT OR CONTRIBUTION
CHRISTOPHER T. STAMPER	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2011, UNIVERSITY OF VIRGINIA AT WISE
LAUREN E HARBER	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2010, VIRGINIA TECH
JULIE E. DAY	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2011, VIRGINIA TECH
RACHEL E. BELCHER	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2011, UNIVERSITY OF VIRGINIA AT WISE
ADAM LAMBERT	NONE	N/A		1,000.00	TUITION PAYMENT- CLASS OF 2012, EAST TENNESSEE STATE UNIVERSITY
CALLIE J CROCKETT	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2011, LINCOLN MEMORIAL
KAYLA M. SWINEY	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2013, LINCOLN MEMORIAL UNIVERSITY
ZACHARY E. HOLCOMB	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2013, UNIVERSITY OF VIRGINIA AT WISE
HANNAH M. DUFFY	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2013, VIRGINIA TECH
ADREANNE N. BAILEY	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2013, MILLIGAN COLLEGE
KENDRIA E. JOHNSON	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2013, LIBERTY UNIVERSITY
YACHANG LIU	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2013, UNIVERSITY OF VIRGINIA AT WISE
VICTORIA R. JORDAN	NONE	N/A		1,000.00	TUITION PAYMENT- CLASS OF 2013, LIBERTY UNIVERSITY
BRITTANY RUSSELL	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2012, UNIVERSITY OF VIRGINIA AT WISE
CECILIA C. FLANARY	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2013, MOUNTAIN EMPIRE COMMUNITY COLLEGE
ALEXANDER M. TUCKER	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2010, VIRGINIA TECH
CARI M. JESSEE	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2010, CARSON-NEWMAN COLLEGE
ANDREW MEADOR	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2012, VIRGINIA TECH
TYLER G. MULLINS	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2013, EAST TENNESSEE STATE UNIVERSITY
WILLIAM J ENDEAN	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2010, VIRGINIA TECH
SARA STIDHAM	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2012, UNIVERSITY OF VIRGINIA AT WISE
CHRISTOPHER TOMLINSON	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2012, UNIVERSITY OF VIRGINIA AT WISE
LAURA BARNETT	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2012, UNIVERSITY OF VIRGINIA AT WISE
WESLEY T. POLLY	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2013, EMORY & HENRY COLLEGE
RACHEL L. THOMPSON	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2013, UNIVERSITY OF VIRGINIA AT WISE
NICHOLAS B. A. AUSTIN	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2013, UNIVERSITY OF COLLEGE AT WISE
JENNIFER A. VANCE	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2013, UNIVERSITY OF VIRGINIA AT WISE
JARED JONES	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2012, EAST TENNESSEE STATE
ZHANNA BATES	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2012, UNIVERSITY OF VIRGINIA AT WISE
MATTHEW E. PERDUE	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2010, EAST TENNESSEE STATE UNIVERSITY
REBECCA K. DURHAM	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2011, UNIVERSITY OF VIRGINIA AT WISE
KASI E. HUBBARD	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2011, UNIVERSITY OF VIRGINIA AT WISE
TASHA MCCONNELL	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2012, LIBERTY UNIVERSITY
BRIAN BROWN	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2012, LIBERTY UNIVERSITY
CHRISTOPHER G. MULLINS	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2010, UNIVERSITY OF VIRGINIA AT WISE
CAITLIN CALLAHAN	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2012, UNIVERSITY OF VIRGINIA
SAMANTHA KING	NONE	N/A		2,000.00	TUITION PAYMENT- CLASS OF 2012, ELON ELM UNIVERSITY

SLEMP FOUNDATION

31-6025080

ATTACHMENT TO FORM 990-PF PART XV

RECIPIENT	RELATIONSHIP TO FUND MGR OR CONTR	FOUNDATION STATUS OF RECIPIENT	AMOUNT	PURPOSE OF GRANT OR CONTRIBUTION
JESSICA R HAWLEY	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2012, EAST TENNESSEE STATE UNIVERSITY
HAGAN HENSLEY	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2012, VIRGINIA INTERMONT COLLEGE
CODY D. RUTHERFORD	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2013, MOUNTAIN EMPIRE COMMUNITY COLLEGE
BRITTANY M CRAFT	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2013, UNIVERSITY OF VIRGINIA AT WISE
ALEXANDER HEAD	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2012, UNIVERSITY OF VIRGINIA AT WISE
MARISSA L JONES	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2011, UNIVERSITY OF VIRGINIA AT WISE
JESSICA N CULBERTSON	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2010, UNIVERSITY OF VIRGINIA AT WISE
TISHIA G. SWINEY	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2011, MOUNTAIN EMPIRE COMM COLLEGE
MEGAN B. POYNTER	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2013, HANOVER COLLEGE
JESSICA BURKE	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2012, UNION COLLEGE
JENNIFER BURKE	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2012, UNION COLLEGE
JAMES E. MCCULLUM III	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2011, UNIVERSITY OF KENTUCKY
LAUREN HATFIELD	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2012, ALICE LLOYD COLLEGE
CHLOE E. WARD	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2013, UNIVERSITY OF KENTUCKY
COLLIN A. SKEEN	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2011, UNIVERSITY OF VIRGINIA AT WISE
JOEL C.A. SPRINKLE	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2011, UNIVERSITY OF VIRGINIA AT WISE
STEVEN D. HUBBARD	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2013, UNIVERSITY OF VIRGINIA AT WISE
ASHTON B CLOUSE	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2010, UNIVERSITY OF KENTUCKY
HAILEY MULLINS	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2012, LIBERTY UNIVERSITY
SAMANTHA MUMPOWER	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2012, UNIVERSITY OF VIRGINIA AT WISE
SYED M. REZA	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2011, UNIVERSITY OF VIRGINIA
BENJAMIN C. VANZEE	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2011, SWARTHMORE COLLEGE
BRENNAN B EARLEY	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2010, RADFORD UNIVERSITY.
JADE A BOLLING	NONE	N/A	1,000.00	TUITION PAYMENT- CLASS OF 2010, UNIVERSITY OF VIRGINIA AT WISE
STEVEN D HENSLEY	NONE	N/A	2,000.00	TUITION PAYMENT- CLASS OF 2010, NORTHEAST STATE TECH COLLEGE
TOTAL SCHOLARSHIPS			266,000.00	

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ATTACHMENT TO FORM 990-PF PART XV

RECIPIENT	RELATIONSHIP TO FUND MGR OR CONTR	FOUNDATION STATUS OF RECIPIENT	AMOUNT	PURPOSE OF GRANT OR CONTRIBUTION
PRO-ART P O BOX 179 WISE, VA 24293	NONE	PUBLIC	30,000.00	CHARITABLE CONTR- W CAMPBELL EDMONDS MEMORIAL CONCERT SERIES
HOSPICE SUPPORT SERVICES OF THE LENOWISCO AREA 313 WEST MAIN ST APPALACHIA, VA 24216	NONE	PUBLIC	10,000.00	CHARITABLE CONTR- OPERATING EXPENSES
APPALACHIA HIGH SCHOOL LIBRARY MEDIA CENTER 205 LEE STREET APPALACHIA, VA 24216	NONE	PUBLIC	10,000.00	CHARITABLE CONTR- UPDATING THE LIBRARY
ALL SAINTS EPISCOPAL CHURCH 1015 VIRGINIA AVENUE NORTON, VA 24273	NONE	PUBLIC	100.00	CHARITABLE CONTR- CONTRIBUTION
VIRGINIA STATE PARKS FDN DEPT. OF CONSERVATION & REC 203 GOVERNOR ST, SUITE 302 RICHMOND, VA 23219-2010	NONE	GOVERNMENT	10,000 00	CHARITABLE CONTR- SOUTHWEST VIRGINIA MUSEUM
PRO-ART P O BOX 179 WISE, VA 24293	NONE	PUBLIC	24,000.00	CHARITABLE CONTR- PUBLIC SCHOOL PROGRAMS
LEE COUNTY HEAD START P O BOX 325 JONESVILLE, VA 24263	NONE	PUBLIC	7,000.00	CHARITABLE CONTR- LEE COUNTY HEAD START 2010-2011
LEE COUNTY HEAD START P O BOX 325 JONESVILLE, VA 24263	NONE	PUBLIC	7,000.00	CHARITABLE CONTR- LEE COUNTY HEAD START 2009-2010
WILLIAM KING REGIONAL ARTS CENTER PO BOX 2256 ABINGDON, VA 24212-2256	NONE	PUBLIC	8,910.00	CHARITABLE CONTR- VAN GOGH OUTREACH PROGRAM
BOY SCOUTS OF AMERICA	NONE	PUBLIC	10,000.00	CHARITABLE CONTR- SCHOLARSHIP AND MATERIALS

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RECIPIENT	RELATIONSHIP TO FUND MGR OR CONTR	FOUNDATION STATUS OF RECIPIENT	AMOUNT	PURPOSE OF GRANT OR CONTRIBUTION
SEQUOYAH COUNCIL 713 P O BOX 3010 JOHNSON CITY, TN 37602				
LONESOME PINE OFFICE ON YOUTH P O BOX 568 BIG STONE GAP, VA 24219	NONE	PUBLIC	15,000.00	CHARITABLE CONTR- DOLLY PARTON IMAGINATION LIBRARY PROGRAM
VIRGINIA COOPERATIVE EXTENSION P O BOX 10 JONESVILLE, VA 24263-0010	NONE	GOVERNMENT	7,000.00	CHARITABLE CONTR- DOLLY PARTON IMAGINATION LIBRARY PROGRAM
VIRGINIA COOPERATIVE EXTENSION LEE COUNTY OFFICE P O. BOX 10 JONESVILLE, VA 24263	NONE	GOVERNMENT	7,500.00	CHARITABLE CONTR- 4-H ACTIVITIES FOR LEE & WISE COUNTY YOUTH
LEE COUNTY HEAD START P. O. BOX 325 JONESVILLE, VA 24263	NONE	PUBLIC	7,000.00	CHARITABLE CONTR- DOLLY PARTON IMAGINATION LIBRARY PROGRAM
LEE COUNTY HEAD START P. O. BOX 325 JONESVILLE, VA 24263	NONE	PUBLIC	8,000.00	CHARITABLE CONTR- DOC WATSON PERFORMANCE
COALFIELD WATER DEVELOPMENT FD P O. BOX 34 BIG STONE GAP, VA 24219	NONE	PUBLIC	5,000.00	CHARITABLE CONTR- WATER SERVICE IN LEE & WISE COUNTIES
SEMINARY METHODIST CHURCH 1322 SHAWNEE AVE BIG STONE GAP, VA 24219	NONE	PUBLIC	1,000.00	CHARITABLE CONTR- CHRISTMAS OUTREACH
VIRGINIA COOPERATIVE EXTENSION LEE COUNTY OFFICE P. O. BOX 10 JONESVILLE, VA 24263	NONE	GOVERNMENT	2,000.00	CHARITABLE CONTR- LEE COUNTY GARDEN PROGRAM

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RECIPIENT	RELATIONSHIP TO FUND MGR OR CONTR	FOUNDATION STATUS OF RECIPIENT	AMOUNT	PURPOSE OF GRANT OR CONTRIBUTION
MOUNTAIN EMPIRE COMMUNITY COLLEGE FDN 3441 MOUNTAIN EMPIRE RD BIG STONE GAP, VA 24219	NONE	PUBLIC	10,000.00	CHARITABLE CONTR- REPLACEMENT OF ELECTRONIC SIGN
ST. PAUL HIGH SCHOOL P.O. BOX 976 ST PAUL, VA 24283	NONE	PUBLIC	15,000.00	CHARITABLE CONTR- BOOKS FOR LIBRARY

TOTAL CHARITABLE CONTRIBUTIONS:

194,510.00



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SHARES FACE AMOUNT -----		MARKET VALUE -----	COST BASIS/ ORIGINAL COST -----	UNIT MKT PRICE -----	YIELD AT MKT -----	EST ANNUAL INCOME -----
CASH MANAGEMENT -----						
664,542.15	US BANK PRIVATE CLIENT RESERVE MONEY MARKET SAVINGS E	664,542.15	664,542.15	1.00	0.25	1,661
	TOTAL CASH MANAGEMENT	664,542.15	664,542.15		0.25	1,661
CORPORATE OBLIGATIONS -----						
250,000	MORGAN STANLEY DEAN WITTER & CO UNSUB NTS 6.750 04/15/2011	258,652.50	250,522.50	103.46	6.52	16,875
250,000	HSBC FINANCE CRP 6.750 05/15/2011	260,247.50	246,957.50	104.10	6.48	16,875
500,000	BANK OF AMERICA 4.875 09/15/2012	520,405.00	489,850.00	104.08	4.68	24,375
300,000	WEYERHAEUSER CO 7.500 03/01/2013	325,938.00	299,952.00	108.65	6.90	22,500
200,000	GOLDMAN SACHS 5.250 10/15/2013	210,822.00	200,756.00	105.41	4.98	10,500
100,000	GEN ELEC CAP CRP 5.625 09/15/2017	106,883.00	99,896.00	106.88	5.26	5,625
100,000	BOTTLING GROUP 5.125 01/15/2019	111,109.00	105,644.00	111.11	4.61	5,125
200,000	CISCO SYSTEMS INC 4.450 01/15/2020	211,124.00	198,724.00	105.56	4.22	8,900
	TOTAL CORPORATE OBLIGATIONS	2,005,181.00	1,892,302.00		5.52	110,775
DOMESTIC COMMON STOCKS -----						
612	A T P OIL & GAS CORPORATION	6,481.08	10,877.23	10.59	0.00	0
1,000	ABBOTT LABORATORIES	46,780.00	55,100.00	46.78	3.76	1,760
912	AIRTRAN HLDGS INC	4,423.20	5,472.00	4.85	0.00	0



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SHARES FACE AMOUNT -----		MARKET VALUE -----	COST BASIS/ ORIGINAL COST -----	UNIT MKT PRICE -----	YIELD AT MKT -----	EST ANNUAL INCOME -----
1,500	ALLERGAN INC	87,390.00	71,464.90	58.26	0.34	300
4,400	ALLSTATE CORP	126,412.00	204,205.00	28.73	2.78	3,520
245	AMEDISYS INC	10,775.10	11,230.38	43.98	0.00	0
2,000	AMERICAN EXPRESS CO	79,400.00	79,340.00	39.70	1.81	1,440
430	AMERICAN MED SYS HLDGS INC	9,511.60	9,174.64	22.12	0.00	0
675	AMTRUST FINANCIAL SERVICES	8,127.00	8,696.51	12.04	2.33	189
3,000	APACHE CORP	252,570.00	222,683.21	84.19	0.71	1,800
2,200	ATT INC	53,218.00	74,092.00	24.19	6.95	3,696
541	B E AEROSPACE INC	13,757.63	5,955.00	25.43	0.00	0
8,509	BANK OF AMERICA CORP	122,274.33	464,341.87	14.37	0.28	340
187	BANK OF HAWAII CORP	9,041.45	9,913.07	48.35	3.73	337
3,000	BARD C R INC	232,590.00	144,846.40	77.53	0.93	2,160
280	BERRY PETE CO CL A	7,201.60	5,329.18	25.72	1.17	84
310	BIG 5 SPORTING GOODS CORP	4,073.40	5,482.47	13.14	1.52	62
409	BIOMED REALTY TRUST INC	6,580.81	2,600.54	16.09	3.72	245
919	BRANDYWINE REALTY TRUST	9,879.25	4,457.86	10.75	5.58	551
334	BRIDGEPOINT EDUCATION INC	5,280.54	5,898.80	15.81	0.00	0
1,715	BRIGHTPOINT INC	12,005.00	10,557.81	7.00	0.00	0

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PORTFOLIO DETAIL

SHARES FACE AMOUNT -----		MARKET VALUE -----	COST BASIS/ ORIGINAL COST -----	UNIT MKT PRICE -----	YIELD AT MKT -----	EST ANNUAL INCOME -----
1	BURNING TREE CLUB CORP CTF INDBT	1.00	1.00	1.00	0.00	0
329	CENTRAL EUROPEAN DISTRIBUTION CORP	7,034.02	8,535.44	21.38	0.00	0
1,000	CHEVRON CORPORATION	67,860.00	66,489.37	67.86	4.24	2,880
730	CINEMARK HLDGS INC	9,599.50	13,203.99	13.15	5.48	526
164	CITI TRENDS INC	5,402.16	4,139.88	32.94	0.00	0
205	CITY HLDG CO	5,715.40	7,064.90	27.88	4.88	279
2,300	COCA COLA COMPANY	115,276.00	114,797.50	50.12	3.51	4,048
209	COINSTAR INC	8,980.73	6,198.94	42.97	0.00	0
2,000	COMCAST CORP CL A	34,740.00	35,400.00	17.37	2.18	756
302	COMTECH TELECOMMUNICATIONS CORP	9,038.86	10,939.91	29.93	0.00	0
1,000	CONOCOPHILLIPS	49,090.00	51,688.00	49.09	4.48	2,200
270	CRANE CO	8,156.70	10,589.71	30.21	2.65	216
426	CUBIST PHARMACEUTICALS INC	8,775.60	8,597.57	20.60	0.00	0
43	DECKERS OUTDOOR CORP	6,143.41	3,594.68	142.87	0.00	0
625	DIAMONDROCK HOSPITALITY CO	5,137.50	5,757.31	8.22	4.01	206
215	DIGITAL RIVER INC	5,140.65	10,194.54	23.91	0.00	0
500	DOW CHEM CO	11,860.00	24,360.00	23.72	2.53	300
231	DREAMWORKS ANIMATION SKG INC CL A	6,595.05	5,617.29	28.55	0.00	0



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SHARES FACE AMOUNT -----		MARKET VALUE -----	COST BASIS/ ORIGINAL COST -----	UNIT MKT PRICE -----	YIELD AT MKT -----	EST ANNUAL INCOME -----
1,200	DU PONT E I DE NEMOURS & CO	41,508.00	48,373.00	34.59	4.74	1,968
16,200	DUKE ENERGY CORP	259,200.00	189,903.48	16.00	6.12	15,876
244	DUPONT FABROS TECHNOLOGY	5,992.64	2,047.61	24.56	1.95	117
196	EMERGENCY MEDICAL SERVICES A	9,609.88	5,774.64	49.03	0.00	0
346	ENERSYS	7,394.02	5,597.92	21.37	0.00	0
207	ENTERTAINMENT PPTYS TR	7,880.49	6,973.26	38.07	6.83	538
276	EVERCORE PARTNERS INC	6,444.60	8,353.32	23.35	2.58	166
10,900	EXXON MOBIL CORP	622,063.00	4,045.30	57.07	3.08	19,184
920	FAIRCHILD SEMICON INTL CL A	7,737.20	9,189.78	8.41	0.00	0
2,500	FED EX CORP	175,275.00	173,811.00	70.11	0.68	1,200
663	FLUSHING FINANCIAL CORPORATION	8,108.49	5,012.36	12.23	4.25	345
145	FOSSIL INC	5,031.50	4,089.34	34.70	0.00	0
191	GARDNER DENVER INC	8,516.69	7,068.69	44.59	0.45	38
21,000	GENERAL ELECTRIC CO	302,820.00	249,706.80	14.42	2.77	8,400
2,000	GENERAL MILLS INC	71,040.00	66,670.00	35.52	3.15	2,240
306	GENOPTIX INC	5,263.20	9,548.93	17.20	0.00	0
365	GEOEYE INC	11,366.10	9,912.11	31.14	0.00	0
418	GLACIER BANCORP INC NEW	6,132.06	8,189.86	14.67	3.54	217

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PORTFOLIO DETAIL

SHARES FACE AMOUNT -----		MARKET VALUE -----	COST BASIS/ ORIGINAL COST -----	UNIT MKT PRICE -----	YIELD AT MKT -----	EST ANNUAL INCOME -----
862	GLIMCHER REALTY TRUST	5,154.76	3,130.63	5.98	6.69	345
2,200	GOLDMAN SACHS GROUP INC	288,794.00	366,954.00	131.27	1.07	3,080
707	GRAFTECH INTL LTD	10,336.34	10,798.30	14.62	0.00	0
450	GULFPORT ENERGY CORP	5,337.00	6,128.69	11.86	0.00	0
561	HANGER ORTHOPEDIC GROUP INC	10,075.56	9,757.46	17.96	0.00	0
1,537	HARMONIC INC	8,361.28	11,234.79	5.44	0.00	0
-1,233	HAWAIIAN HLDGS INC	6,374.61	7,486.63	5.17	0.00	0
4,000	HEWLETT PACKARD CO	173,120.00	178,374.00	43.28	0.74	1,280
622	HHGREGG INC	14,505.04	12,792.61	23.32	0.00	0
135	I B E R I A B A N K CORPORATION	6,949.80	7,602.43	51.48	2.65	184
5,000	I T T CORPORATION	224,600.00	195,525.00	44.92	2.23	5,000
260	ICU MED INC	8,364.20	8,194.01	32.17	0.00	0
267	IDACORP INC	8,883.09	8,569.02	33.27	3.60	320
1,000	ILLINOIS TOOL WORKS	41,280.00	46,950.00	41.28	3.00	1,240
13,600	INTEL CORP	264,520.00	119,362.50	19.45	3.24	8,568
436	INTERACTIVE INTELLIGENCE INC	7,163.48	9,017.44	16.43	0.00	0
6,300	INTERNATIONAL BUSINESS MACHINES CORP	777,924.00	662,986.75	123.48	2.11	16,380
1,830	INTERNATIONAL COAL GROUP INC	7,045.50	8,366.40	3.85	0.00	0

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SHARES FACE AMOUNT -----		MARKET VALUE -----	COST BASIS/ ORIGINAL COST -----	UNIT MKT PRICE -----	YIELD AT MKT -----	EST ANNUAL INCOME -----
11,600	INTUIT INC	403,332.00	247,581.12	34.77	0.00	0
4,000	J P MORGAN CHASE CO	146,440.00	167,000.00	36.61	0.55	800
535	JAMES RIV COAL CO	8,517.20	9,103.16	15.92	0.00	0
224	JO ANN STORES INC	8,402.24	8,411.07	37.51	0.00	0
5,000	JOHNSON JOHNSON	295,300.00	289,562.00	59.06	3.66	10,800
246	J2 GLOBAL COMMUNICATONS INC	5,372.64	5,474.30	21.84	0.00	0
170	KOPPERS HLDGS INC	3,821.60	5,031.10	22.48	3.93	150
214	LAKELAND FINANCIAL CORP	4,275.72	4,404.25	19.98	3.11	133
11,200	LOWES CO INC	228,704.00	293,720.00	20.42	2.15	4,928
390	LSB INDS INC	5,190.90	6,416.04	13.31	0.00	0
195	LULULEMON ATHLETICA INC	7,257.90	6,151.25	37.22	0.00	0
252	MAGELLAN HEALTH SVCS INC	9,152.64	10,385.81	36.32	0.00	0
11,470	MARATHON OIL CORPORATION	356,602.30	226,489.40	31.09	3.22	11,470
696	MASTEC INC	6,542.40	7,980.19	9.40	0.00	0
99	MAXIMUS INC	5,729.13	6,164.96	57.87	0.84	48
3,500	MCDONALDS CORP	230,545.00	194,257.52	65.87	3.34	7,700
716	MEADOWBROOK INS GROUP INC	6,179.08	5,285.50	8.63	1.39	86
170	MEDNAX INC	9,453.70	8,575.62	55.61	0.00	0



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SHARES FACE AMOUNT -----		MARKET VALUE -----	COST BASIS/ ORIGINAL COST -----	UNIT MKT PRICE -----	YIELD AT MKT -----	EST ANNUAL INCOME -----
7,200	MEDTRONIC INC	261,144.00	263,385.00	36.27	2.48	6,480
271	MICROS SYS INC	8,636.77	7,481.42	31.87	0.00	0
7,000	MICROSOFT CORP	161,070.00	223,707.50	23.01	2.26	3,640
179	MIDDLEBY CORP	9,521.01	9,499.31	53.19	0.00	0
213	MWI VETERINARY SUPPLY INC	10,705.38	7,308.96	50.26	0.00	0
311	NCI INC CL A	7,022.38	8,623.01	22.58	0.00	0
393	NET 1 UEPS TECHNOLOGIES INC	5,270.13	6,686.66	13.41	0.00	0
93	NEWMARKET CORP	8,120.76	9,897.30	87.32	1.72	140
1,000	NEWMONT MINING CORP	61,740.00	50,048.01	61.74	0.65	400
1,500	NEXTERA ENERGY INC	73,140.00	91,548.00	48.76	4.10	3,000
1,500	NIKE INC	101,325.00	99,188.00	67.55	1.60	1,620
300	NU SKIN ENTERPRISES INC - A	7,479.00	8,174.85	24.93	2.01	150
1,000	NUCOR CORP	38,280.00	39,136.00	38.28	3.76	1,440
690	OPLINK COMMUNICATIONS INC	9,887.70	8,569.22	14.33	0.00	0
1,000	PENNEY J C COMPANY INC	21,480.00	38,730.00	21.48	3.72	800
5,200	PEPSICO INC	316,940.00	47,888.22	60.95	3.15	9,984
973	PERICOM SEMICONDUCTOR CORP	9,340.80	10,356.63	9.60	0.00	0
7,325	PFIZER INC	104,454.50	165,701.38	14.26	5.05	5,274



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SHARES FACE AMOUNT -----		MARKET VALUE -----	COST BASIS/ ORIGINAL COST -----	UNIT MKT PRICE -----	YIELD AT MKT -----	EST ANNUAL INCOME -----
192	PHILLIPS VAN HEUSEN CORP	8,883.84	9,645.27	46.27	0.33	29
1,634	PIOCHE ELY VY MINES INC	0.00	49.00	0.00	0.00	0
184	PLEXUS CORP	4,920.16	5,437.83	26.74	0.00	0
5,200	PRAXAIR INC	395,148.00	180,481.94	75.99	2.37	9,360
146	PROASSURANCE CORPORATION	8,286.96	7,442.65	56.76	0.00	0
8,200	PROCTER & GAMBLE CO	491,836.00	1,447.78	59.98	3.21	15,801
1,000	PUBLIC SVC ENTERPRISE GROUP INC	31,330.00	30,480.00	31.33	4.37	1,370
7,500	QUALCOMM INC	246,300.00	271,959.75	32.84	2.31	5,700
309	REHABCARE GROUP INC	6,730.02	7,486.00	21.78	0.00	0
274	RENASANT CORP	3,931.90	4,167.32	14.35	4.73	186
199	ROCK TENN CO CL A	9,884.33	9,627.07	49.67	1.20	119
406	SCHULMAN A INC	7,697.76	8,300.74	18.96	3.17	244
1,000	SHERWIN WILLIAMS CO	69,190.00	48,772.00	69.19	2.08	1,440
163	SIGNATURE BK	6,195.63	6,938.10	38.01	0.00	0
352	SILGAN HLDGS INC	9,989.76	9,199.80	28.38	1.48	148
613	SKYWORKS SOLUTIONS INC	10,292.27	8,489.38	16.79	0.00	0
599	SOLUTIA INC	7,846.90	10,166.83	13.10	0.00	0
9,000	STAPLES INC	171,450.00	170,569.80	19.05	1.89	3,240



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ACCOUNT NO: 15-7700
DATE: 6/30/10

PORTFOLIO DETAIL

SHARES FACE AMOUNT -----		MARKET VALUE -----	COST BASIS/ ORIGINAL COST -----	UNIT MKT PRICE -----	YIELD AT MKT -----	EST ANNUAL INCOME -----
6,000	STATE STR CORP	202,920.00	260,845.80	33.82	0.12	240
152	SVB FINL GROUP	6,266.96	2,653.51	41.23	0.00	0
572	SYKES ENTERPRISES INC	8,139.56	10,576.51	14.23	0.00	0
514	SYNIVERSE HLDGS INC	10,511.30	8,602.17	20.45	0.00	0
2,000	T ROWE PRICE GROUP INC	88,780.00	106,300.00	44.39	2.43	2,160
7,100	TARGET CORPORATION	349,107.00	166,754.37	49.17	2.03	7,100
997	TELE COMMUNICATIONS SYSTEMS INC	4,127.58	7,477.02	4.14	0.00	0
180	TELEDYNE TECHNOLOGIES INC	6,944.40	6,386.50	38.58	0.00	0
2,000	TEXAS INSTRUMENTS INC	46,560.00	65,040.00	23.28	2.06	960
578	TEXAS ROADHOUSE INC	7,294.36	8,623.12	12.62	0.00	0
1,202	TRIQUINT SEMICONDUCTOR INC	7,344.22	8,788.87	6.11	0.00	0
190	TUPPERWARE BRANDS CORP	7,571.50	6,897.04	39.85	2.51	190
8,000	UNITED TECHNOLOGIES CORP	519,280.00	295,800.00	64.91	2.62	13,600
2,000	VARIAN MED SYS INC	104,560.00	88,540.95	52.28	0.00	0
232	VECTREN CORPORATION	5,489.12	6,127.81	23.66	5.76	316
337	VEECO INSTRS INC DEL	11,552.36	12,611.62	34.28	0.00	0
3,366	VERIZON COMMUNICATIONS INC	94,315.32	124,790.52	28.02	6.78	6,395
12,200	WAL MART STORES INC	586,454.00	105,508.00	48.07	2.52	14,762



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ACCOUNT NO: 15-7700
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PORTFOLIO DETAIL

SHARES FACE AMOUNT		MARKET VALUE	COST BASIS/ ORIGINAL COST	UNIT MKT PRICE	YIELD AT MKT	EST ANNUAL INCOME
2,000	WALGREEN CO	53,400.00	92,500.00	26.70	2.06	1,100
9,000	WASTE MGMT INC	281,610.00	216,153.90	31.29	4.03	11,340
10,698	WELLS FARGO CO	273,868.80	392,460.59	25.60	0.78	2,140
1,953	WET SEAL INC CL A	7,128.45	6,512.20	3.65	0.00	0
597	WILSHIRE BANCORP INC	5,223.75	7,856.90	8.75	2.28	119
189	WMS INDS INC	7,418.25	5,747.44	39.25	0.00	0
491	WOODWARD GOVERNOR CO	12,535.23	9,690.86	25.53	0.94	118
	TOTAL DOMESTIC COMMON STOCKS	12,057,181.67	9,698,216.68		2.34	281,801
	FOREIGN STOCKS					
674	ABB LTD A D R REPSTG 1 ORD SH	11,646.72	16,996.19	17.28	0.00	0
12,000	ACCENTURE PLC CL A	463,800.00	300,840.00	38.65	1.94	9,000
240	AGRIUM INC	11,745.60	10,761.80	48.94	0.22	26
390	ANGLO AMERICAN PLC A D R REPSTG 1 COM SH	6,719.70	9,683.02	17.23	0.00	0
418	ARCELORMITTAL NY REGISTERED	11,185.68	16,022.97	26.76	2.38	266
328	ASTRAZENECA P L C SPSD A D R REPSTG 1 ORD SH	15,458.64	15,338.30	47.13	4.88	754
586	ATLAS COPCO AB A D R CL B REPSTG 1 ORD SH	7,735.20	9,372.77	13.20	2.07	160
577	AXA A D R REPSTG 1 ORD SH	8,799.25	20,879.23	15.25	3.84	338
126	B A S F A G A D R REPSTG 1 ORD SH	6,911.10	7,599.83	54.85	2.95	204

C BASCOM SLEMP TRUST U/W
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PORTFOLIO DETAIL

SHARES FACE AMOUNT		MARKET VALUE	COST BASIS/ ORIGINAL COST	UNIT MKT PRICE	YIELD AT MKT	EST ANNUAL INCOME
407	B N P PARIBAS S A A D R REPSTG 1/4 ORD SH	11,188.43	13,718.71	27.49	2.51	281
595	BARCLAYS PLC A D R REPSTG 4 ORD SHS	9,454.55	12,363.10	15.89	1.34	127
366	BOC HONG KONG HLDGS LTD A D R REPSTG 20 ORD SHS	16,759.14	17,713.88	45.79	4.71	790
423	BRITISH AMERN TOB PLC SPONSORED ADR	26,775.90	26,164.03	63.30	4.75	1,273
342	CANON INC SPONS A D R REPSTG 1 ORD SH	12,760.02	13,319.00	37.31	1.46	186
162	CENTRAL EUROPEAN MEDIA ENT A	3,223.80	2,992.74	19.90	0.00	0
46	CNOOC LTD A D R REPSTG 100 ORD SHRS	7,827.82	7,615.08	170.17	2.72	213
425	DBS GROUP HLDGS LTD	16,375.25	18,932.84	38.53	4.05	663
467	DESARROLLADORA HOMEX A D R REPSTG 6 ORD SHS	11,787.08	12,760.45	25.24	0.00	0
115	DIAGEO PLC SPONSORED A D R REPSTG 4 ORD SHS	7,215.10	8,364.03	62.74	3.71	268
225	E ON A G A D R	6,030.00	11,150.54	26.80	5.21	314
424	FOCUS MEDIA HOLDING A D R REPSTG 5 ORD SHRS	6,584.72	6,713.87	15.53	0.00	0
231	FOMENTO ECONOMICO MEX SP A D R	9,967.65	8,447.52	43.15	1.44	144
667	FUJIFILM HOLDINGS A D R REPSTG 1 ORD SH	19,109.55	18,667.31	28.65	0.73	139
305	GLAXO SMITHKLINE P L C A D R REPSTG 2 ORD SHS	10,373.05	11,043.08	34.01	5.83	605
489	HARBIN ELECTRIC INC	8,141.85	7,909.18	16.65	0.00	0
598	HONDA MOTOR CO LTD A D R REPSTG 1 ORD SH	17,192.50	20,743.52	28.75	1.07	184
2,036	KEPPEL CORP LTD SPONS A D R REPSTG 2 ORD SHS	24,900.28	25,023.59	12.23	4.41	1,097



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ACCOUNT NO: 15-7700
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PORTFOLIO DETAIL

SHARES FACE AMOUNT -----		MARKET VALUE -----	COST BASIS/ ORIGINAL COST -----	UNIT MKT PRICE -----	YIELD AT MKT -----	EST ANNUAL INCOME -----
665	KONINKLIJKE (ROYAL) KPN NV SP ADR REPSTG 1 ORD SH	8,492.05	10,101.68	12.77	6.23	529
204	LUKOIL SPON A D R REPSTG 1 COMMON SHS	10,506.00	10,037.20	51.50	2.91	306
1,917	MITSUBISHI UFJ FINL GRP A D R REPSTG .001 COMMON SHS	8,741.52	17,119.11	4.56	2.39	209
81	MITSUMI & CO LTD SPST ADR REPSTG 20 COM SHRS	19,521.00	20,119.92	241.00	1.54	300
677	NESTLE SA SPONSORED A D R REPSTG 1 ORD SH	32,658.48	26,253.95	48.24	1.86	607
297	NIDEC CORPORATION A D R REPSTG .25 COMMON SHRS	6,207.30	7,734.36	20.90	0.77	48
471	NISSAN MTR LTD SPONSORED ADR	6,528.06	7,653.70	13.86	0.00	0
555	NOVARTIS AG A D R REPSTG 1 ORD SH	26,817.60	30,142.58	48.32	3.42	917
204	ORIX CORP SPONS A D R REPSTG 1/2 ORD SH	7,350.12	6,854.60	36.03	1.03	76
505	PETROLEO BRASILEIRO SPON A D R REPSTG 2 PREF SH	15,049.00	13,323.00	29.80	0.51	76
158	PLATINUM UNDERWRITER HLDGS	5,733.82	5,483.37	36.29	0.89	51
249	ROCHE HLDG LTD A D R REPSTG .25 CERT	8,540.70	10,889.05	34.30	3.38	289
176	RRWE AG A D R REPSTG 1 ORD SH	11,519.20	18,319.80	65.45	5.22	601
258	SANOFI AVENTIS A D R REPSTG .5 ORD SHS	7,755.48	9,177.56	30.06	3.66	284
511	SOCIETE GENERALE FRANCE SPONSORED ADR	4,205.53	7,910.02	8.23	0.62	26
281	STATOIL ASA A D R REPSTG 1 ORD SH	5,381.15	8,695.49	19.15	4.07	219
158	SWISS REINSURANCE CO SPST ADR REPSTG 1/20TH SHR	6,455.88	7,830.02	40.86	1.94	125
263	TELEFONICA SA SPON A D R REPSTG 3 SHS	14,604.39	22,643.71	55.53	6.83	998



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ACCOUNT NO: 15-7700
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PORTFOLIO DETAIL

SHARES FACE AMOUNT -----		MARKET VALUE -----	COST BASIS/ ORIGINAL COST -----	UNIT MKT PRICE -----	YIELD AT MKT -----	EST ANNUAL INCOME -----
1,239	THOMPSON CREEK METALS CO INC	10,754.52	14,514.55	8.68	0.00	0
437	TOKIO MARINE HOLDINGS A D R	11,427.55	13,024.70	26.15	1.82	208
329	TOTAL S A A D R REPSTG 0.5 ORD SH	14,686.56	22,822.96	44.64	5.86	860
1,038	TURKCELL ILETISIM HIZMET A D R REPSTG 2500 ORD SHS	13,473.24	17,630.16	12.98	4.55	613
546	UNILEVER PLC SPSP ADR	14,594.58	12,575.29	26.73	3.53	515
565	VALE SA SP A D R REPSTG 1 PFD SH	11,876.30	9,352.12	21.02	1.98	235
596	VOLVO AB SPONSORED A D R REPSTG 1 CL B SH	6,550.04	7,490.41	10.99	0.00	0
287	ZURICH FINANCIAL SVCS A D R REPSTG .1 ORD SH	6,299.65	5,770.80	21.95	5.60	353
	TOTAL FOREIGN STOCKS	1,065,398.30	994,606.69		2.39	25,477
	MUTUAL FUNDS -----					
38,483.396	FIRST AMERICAN INTERNATIONAL FUND CL Y	390,606.47	440,000.00	10.15	0.68	2,655
4,500	IPATH DOW JONES UBS COMMODITY	169,380.00	183,616.08	37.64	0.00	0
1,000	ISHARES BARCLAYS AGGREGATE E T F	107,250.00	101,657.60	107.25	3.67	3,935
1,500	ISHARES BARCLAYS TIPS BOND E T F	160,365.00	156,843.63	106.91	3.68	5,901
2,000	ISHARES S&P PREF STK INDX FD	74,120.00	77,720.00	37.06	7.49	5,550
29,022.601	PIMCO TOTAL RETURN FUND	326,794.49	300,000.00	11.26	4.11	13,437
1,000	SPDR GOLD TRUST	121,680.00	98,267.01	121.68	0.00	0



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ACCOUNT NO: 15-7700
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PORTFOLIO DETAIL

SHARES FACE AMOUNT		MARKET VALUE	COST BASIS/ ORIGINAL COST	UNIT MKT PRICE	YIELD AT MKT	EST ANNUAL INCOME
-----		-----	-----	-----	-----	-----
	TOTAL MUTUAL FUNDS	1,350,195.96	1,358,104.32		2.33	31,478
	MISCELLANEOUS ASSETS					

1	MISCELLANEOUS SLEMP CEMETERY TURKEY COVE LEE CNTY VIRGINIA	0.00	1.00	0.00	0.00	0
	TOTAL MISCELLANEOUS ASSETS	0.00	1.00		0.00	0

	TOTAL UNINVESTED CASH	12.64	12.64			

	TOTAL INVESTMENTS	17,142,511.72	14,607,785.48		2.63	451,192

TIME OF TRADE EXECUTION AND TRADING PARTY (IF NOT DISCLOSED) WILL BE PROVIDED UPON REQUEST.

WE PROVIDE A CASH MANAGEMENT ADMINISTRATIVE SERVICE FOR THE TEMPORARY INVESTMENT OF PRINCIPAL AND INCOME BALANCES IN YOUR ACCOUNT. THE FEE FOR PROVIDING THIS SERVICE WILL NOT EXCEED \$0.42 PER MONTH FOR EACH \$1,000 OF THE AVERAGE DAILY BALANCE INVESTED UNDER THE CASH MANAGEMENT ADMINISTRATIVE SERVICE. THE CHARGE FOR THIS SERVICE HAS BEEN DEDUCTED FROM YOUR ACCOUNT.

THE INDICATED MARKET PRICES ARE ESTIMATED QUOTES AND ARE PROVIDED AS A GUIDE TO ACTUAL PORTFOLIO VALUE. ESTIMATES ARE PROVIDED BY A COMPUTERIZED PRICING SERVICE WHICH MAY CAUSE VARIANCES.

SLEMP FOUNDATION 15-7700
Schedule D Detail of Short-term Capital Gains and Losses

31-6025080

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
242. ADC TELECOMMUNICATION	11/12/2009	12/17/2009	1,466.00	1,305.00	161.00
56. AZZ INCORPORATED	12/11/2008	08/03/2009	2,181.00	1,313.00	868.00
25. AZZ INCORPORATED	11/12/2009	01/22/2010	764.00	848.00	-84.00
347. ACME PACKET INC	12/19/2008	07/20/2009	3,341.00	1,581.00	1,760.00
1535. AEGON N V NY REG SHR	11/12/2009	12/10/2009	10,089.00	9,767.00	322.00
40. ALPHA NATURAL	03/26/2009	07/29/2009	1,222.00	863.00	359.00
32. ALPHA NATURAL	03/26/2009	08/14/2009	1,136.00	691.00	445.00
61. ALPHA NATURAL	03/26/2009	09/17/2009	2,387.00	1,023.00	1,364.00
67. ALPHA NATURAL	03/06/2009	09/21/2009	2,468.00	1,044.00	1,424.00
46. AMEDISYS INC	10/28/2009	03/01/2010	2,685.00	1,914.00	771.00
13431.833 AMERICAN CENTURY INTERNATIONAL BOND	08/03/2009	02/05/2010	189,389.00	200,000.00	-10,611.00
58. AMERICAN ITALIAN PASTA	07/29/2009	03/15/2010	2,155.00	1,843.00	312.00
254. AMERICAN ITALIAN	11/12/2009	06/22/2010	13,371.00	7,722.00	5,649.00
22. ANIXTER INTL INC	07/25/2008	07/07/2009	800.00	1,513.00	-713.00
239. ARENA RES INC	01/14/2010	05/21/2010	7,129.00	9,150.00	-2,021.00
61. ATLANTIC TELE-NETWORK	11/12/2009	05/05/2010	3,264.00	3,001.00	263.00
212. BAKER MICHAEL CORP	11/12/2009	03/19/2010	7,040.00	8,679.00	-1,639.00
768. BANCO SANTANDER CENT	11/12/2009	05/10/2010	9,224.00	10,194.00	-970.00
110. BANCORPSOUTH INC	09/21/2009	04/15/2010	2,508.00	2,599.00	-91.00
90. BANCORPSOUTH INC	11/12/2009	04/26/2010	2,012.00	2,074.00	-62.00
92. BERRY PETE CO CL A	05/28/2009	07/29/2009	2,068.00	1,761.00	307.00
123. BIOMED REALTY TRUST	04/21/2009	07/29/2009	1,352.00	1,103.00	249.00
135. BIOMED REALTY TRUST	11/12/2009	03/15/2010	2,251.00	1,385.00	866.00
238. BRANDYWINE REALTY	04/14/2009	07/29/2009	1,913.00	1,397.00	516.00
298. BWAY HOLDING COMPANY	12/11/2009	03/30/2010	5,961.00	3,654.00	2,307.00
15. CAPELLA EDUCATION CO	04/16/2009	07/17/2009	901.00	755.00	146.00
24. CAPELLA EDUCATION CO	05/04/2009	11/11/2009	1,709.00	1,193.00	516.00
22. CAPELLA EDUCATION CO	11/12/2009	02/22/2010	1,798.00	1,337.00	461.00
65. CAPELLA EDUCATION CO	04/14/2009	03/05/2010	5,511.00	3,174.00	2,337.00
29. CARPENTER TECHNOLOGY	11/12/2009	12/17/2009	737.00	640.00	97.00
91. CITI TRENDS INC	11/12/2009	03/25/2010	3,068.00	2,525.00	543.00
Totals					

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SLEMP FOUNDATION 15-7700
Schedule D Detail of Short-term Capital Gains and Losses

31-6025080

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
53. CITI TRENDS INC	07/29/2009	04/15/2010	1,977.00	1,384.00	593.00
44. COINSTAR INC	03/29/2010	05/03/2010	2,106.00	1,456.00	650.00
71. COINSTAR INC	03/29/2010	05/11/2010	3,560.00	2,257.00	1,303.00
22. COMSCOPE INC	07/25/2008	07/02/2009	572.00	1,118.00	-546.00
31. COMSCOPE INC	11/12/2009	02/24/2010	778.00	879.00	-101.00
53. COMPASS MINERALS	11/12/2009	01/21/2010	3,675.00	3,152.00	523.00
82. COMPASS MINERALS	08/13/2009	02/18/2010	6,111.00	4,323.00	1,788.00
395. CORINTHIAN COLLEGES	03/29/2010	05/07/2010	5,629.00	7,385.00	-1,756.00
598. CRYOLIFE INC	11/12/2009	05/10/2010	3,061.00	3,440.00	-379.00
85. CYBERSOURCE CORP	11/12/2009	01/21/2010	1,590.00	1,436.00	154.00
523. CYBERSOURCE CORP	10/27/2009	04/22/2010	13,420.00	7,876.00	5,544.00
2. DIAGEO PLC SPONSORED A	09/11/2008	09/10/2009	126.00	147.00	-21.00
63. DREAMWORKS ANIMATION	03/04/2009	07/02/2009	1,687.00	1,211.00	476.00
321. DUPONT FABROS	11/12/2009	01/07/2010	5,449.00	3,442.00	2,007.00
69. DUPONT FABROS	05/12/2009	03/19/2010	1,549.00	579.00	970.00
396. ENGLOBAL CORP	01/16/2009	09/21/2009	1,684.00	1,383.00	301.00
1356. FOSTERS GROUP	12/16/2008	09/11/2009	6,377.00	5,071.00	1,306.00
84. FRANCE TELECOM SPSP	11/12/2009	01/13/2010	2,126.00	2,201.00	-75.00
490. GT SOLAR INTERNATIONAL	04/16/2009	02/04/2010	3,025.00	3,388.00	-363.00
549. GT SOLAR INTERNATIONAL	11/12/2009	02/22/2010	3,032.00	3,045.00	-13.00
17. GULFMARK OFFSHORE INC	11/12/2009	03/11/2010	484.00	484.00	
584. HARRIS STRATEX	02/18/2009	07/29/2009	3,914.00	2,917.00	997.00
314. HAWAIIAN HLDGS INC	05/04/2009	08/14/2009	2,139.00	1,710.00	429.00
89. HHGREGG INC	03/15/2010	03/29/2010	2,275.00	2,019.00	256.00
535. HILL INTERNATIONAL	11/12/2009	02/22/2010	2,621.00	4,011.00	-1,390.00
23. HORNBECK OFFSHORE	11/12/2009	03/01/2010	427.00	567.00	-140.00
174. INTERDIGITAL INC	09/08/2009	10/20/2009	3,426.00	4,182.00	-756.00
557. INTESA SANPAOLO A D R	11/12/2009	03/10/2010	12,820.00	13,551.00	-731.00
73. INTREPID POTASH INC	04/22/2009	07/02/2009	2,051.00	1,409.00	642.00
115. INTREPID POTASH INC	03/30/2009	08/03/2009	2,972.00	2,056.00	916.00
225. JACK IN THE BOX INC	11/12/2009	05/14/2010	5,123.00	4,628.00	495.00
167. JAMES RIV COAL CO	04/06/2010	05/21/2010	2,585.00	2,999.00	-414.00
81. L M I AEROSPACE INC	03/26/2009	10/06/2009	753.00	635.00	118.00
54. LULULEMON ATHLETICA	01/29/2010	03/25/2010	2,165.00	1,561.00	604.00
290. MARINER ENERGY INC	11/12/2009	04/16/2010	7,366.00	4,051.00	3,315.00
Totals					

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SLEMP FOUNDATION 15-7700
Schedule D Detail of Short-term Capital Gains and Losses

31-6025080

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
158. MASTEC INC	06/19/2009	01/07/2010	2,029.00	1,935.00	94.00
2000. MORGAN STANLEY DEAN	03/11/2010	04/20/2010	59,899.00	59,980.00	-81.00
387. MTN GROUP LTD A D R	11/12/2009	02/16/2010	5,412.00	5,521.00	-109.00
1095. NATIONAL BANK OF	11/12/2009	03/10/2010	4,708.00	7,999.00	-3,291.00
1809. NATIONAL BANK OF	12/16/2009	04/27/2010	4,754.00	10,444.00	-5,690.00
24. NATIONAL GRID PLC SP A	11/12/2009	02/16/2010	1,209.00	1,228.00	-19.00
202. NIPPON TELEGRAPH TELE	12/17/2008	10/15/2009	4,309.00	5,310.00	-1,001.00
812. NOVELL INC	12/19/2008	07/29/2009	3,763.00	2,921.00	842.00
528. NTELOS HOLDINGS CORP	11/12/2009	01/28/2010	8,464.00	9,260.00	-796.00
461. PROMISE CO LTD A D R	12/19/2008	07/31/2009	2,352.00	5,457.00	-3,105.00
229. PSYCHIATRIC SOLUTIONS	03/01/2010	05/18/2010	7,415.00	4,799.00	2,616.00
173. RED ROBIN GOURMET	11/12/2009	03/29/2010	4,249.00	2,981.00	1,268.00
184. RIO TINTO PLC A D R	11/12/2009	05/10/2010	9,112.00	7,318.00	1,794.00
130. SL GREEN RLTY CORP	04/21/2009	07/29/2009	3,116.00	2,046.00	1,070.00
54. SL GREEN RLTY CORP	01/27/2009	08/31/2009	1,893.00	829.00	1,064.00
63. SL GREEN RLTY CORP	01/27/2009	09/08/2009	2,205.00	967.00	1,238.00
42. SL GREEN RLTY CORP	01/23/2009	09/21/2009	1,780.00	644.00	1,136.00
45. SL GREEN RLTY CORP	03/26/2009	10/06/2009	1,962.00	600.00	1,362.00
50. SL GREEN RLTY CORP	03/26/2009	10/21/2009	2,193.00	622.00	1,571.00
113. SL GREEN RLTY CORP	03/26/2009	11/02/2009	4,243.00	1,405.00	2,838.00
21. S P X CORP	11/18/2008	07/02/2009	1,041.00	705.00	336.00
10. S P X CORP	11/12/2009	04/15/2010	679.00	556.00	123.00
35. SVB FINL GROUP	11/12/2009	01/21/2010	1,635.00	1,463.00	172.00
186. SEACHANGE INTERNATION	01/16/2009	07/07/2009	1,388.00	1,197.00	191.00
575. SEACHANGE INTERNATION	11/12/2009	01/25/2010	3,706.00	3,922.00	-216.00
399. SIGMA DESIGNS INC	07/29/2009	09/08/2009	5,793.00	6,128.00	-335.00
1145. SONIC WALL INC	04/22/2010	06/04/2010	12,870.00	9,698.00	3,172.00
56. STARENT NETWORKS CORP	09/10/2009	11/09/2009	1,896.00	1,422.00	474.00
90. STARENT NETWORKS CORP	09/10/2009	11/11/2009	3,065.00	2,285.00	780.00
398. STERLITE INDS INDIA A	11/12/2009	12/10/2009	7,111.00	5,476.00	1,635.00
224. SUN HEALTHCARE GROUP	07/07/2009	08/18/2009	1,849.00	2,064.00	-215.00
45. SYNAPTICS INC	03/12/2009	07/07/2009	1,611.00	1,071.00	540.00
118. SYNAPTICS INC	03/10/2009	10/06/2009	2,685.00	2,700.00	-15.00
206. TAKEDA PHARMACEUTICAL	12/19/2008	08/19/2009	4,067.00	5,211.00	-1,144.00
330. TELE COMMUNICATIONS	05/04/2009	09/30/2009	2,622.00	2,837.00	-215.00
Totals					

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SLEMP FOUNDATION 15-7700
 Schedule D Detail of Long-term Capital Gains and Losses

31-6025080

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
495. ADC TELECOMMUNICATION	10/10/2008	12/17/2009	3,000.00	4,782.00	-1,782.00
150. AZZ INCORPORATED	11/26/2008	01/22/2010	4,587.00	3,100.00	1,487.00
9000. ALCOA INC	04/25/1997	11/04/2009	114,118.00	156,611.00	-42,493.00
43. AMEDISYS INC	07/25/2008	08/04/2009	1,914.00	2,634.00	-720.00
112. AMEDISYS INC	11/26/2008	01/07/2010	5,667.00	3,962.00	1,705.00
23. AMEDISYS INC	11/16/2006	01/21/2010	1,324.00	733.00	591.00
49. AMEDISYS INC	02/26/2009	03/01/2010	2,860.00	1,696.00	1,164.00
20919.909 AMERICAN CENTURY INTERNATIONAL BOND	11/08/2007	02/05/2010	294,971.00	300,000.00	-5,029.00
126. ANIXTER INTL INC	11/08/2007	07/07/2009	4,580.00	9,368.00	-4,788.00
124. ARRIS GROUP INC	06/06/2008	07/07/2009	1,436.00	1,269.00	167.00
520. ARRIS GROUP INC	07/25/2008	11/02/2009	5,250.00	5,176.00	74.00
53. ATLANTIC TELE-NETWORK	07/25/2008	09/30/2009	2,774.00	1,553.00	1,221.00
38. ATLANTIC TELE-NETWORK	02/28/2007	11/10/2009	2,043.00	1,066.00	977.00
90. ATLANTIC TELE-NETWORK	07/26/2007	05/05/2010	4,816.00	2,447.00	2,369.00
133. AVOCENT CORP	11/16/2006	10/09/2009	3,294.00	5,054.00	-1,760.00
125. AVOCENT CORP	07/25/2008	10/14/2009	3,098.00	3,981.00	-883.00
131. AVOCENT CORP	07/25/2008	10/16/2009	3,254.00	2,824.00	430.00
4700. B P AMOCO P L C	11/12/2004	06/03/2010	179,537.00	281,863.00	-102,326.00
797. BANCO SANTANDER CENT	07/25/2008	05/06/2010	8,115.00	14,583.00	-6,468.00
514. BANCO SANTANDER CENT	11/16/2006	05/10/2010	6,173.00	9,201.00	-3,028.00
257. BANCORPSOUTH INC	10/03/2008	04/26/2010	5,746.00	6,773.00	-1,027.00
42. BANK OF HAWAII CORP	08/06/2008	04/22/2010	2,231.00	2,295.00	-64.00
74. B E AEROSPACE INC	10/16/2008	01/21/2010	1,752.00	684.00	1,068.00
57. B E AEROSPACE INC	10/16/2008	03/15/2010	1,641.00	527.00	1,114.00
254. BELDEN INC	07/25/2008	07/30/2009	4,609.00	8,976.00	-4,367.00
66. BERRY PETE CO CL A	05/12/2009	05/21/2010	1,915.00	1,142.00	773.00
1500. CSX CORP	04/14/2008	04/30/2010	85,315.00	85,936.00	-621.00
185. CARPENTER TECHNOLOGY	10/21/2008	12/17/2009	4,704.00	7,771.00	-3,067.00
6100. CISCO SYS INC	11/07/2007	11/04/2009	141,821.00	91,174.00	50,647.00
48. COMMScope INC	11/16/2006	07/02/2009	1,247.00	1,540.00	-293.00
184. COMMScope INC	11/18/2008	02/24/2010	4,620.00	2,257.00	2,363.00
Totals					

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SLEMP FOUNDATION 15-7700
Schedule D Detail of Long-term Capital Gains and Losses

31-6025080

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
18. DECKERS OUTDOOR CORP	04/29/2008	03/05/2010	2,311.00	2,533.00	-222.00
7. DECKERS OUTDOOR CORP	04/29/2008	03/25/2010	977.00	985.00	-8.00
11. DECKERS OUTDOOR CORP	07/25/2008	06/23/2010	1,689.00	1,506.00	183.00
92. DIAGEO PLC SPONSORED A	07/26/2007	08/27/2009	5,663.00	7,247.00	-1,584.00
100. DIAGEO PLC SPONSORED	11/16/2006	09/01/2009	6,211.00	7,593.00	-1,382.00
87. DIAGEO PLC SPONSORED A	07/25/2008	09/10/2009	5,472.00	6,447.00	-975.00
114. DUPONT FABROS	05/12/2009	06/07/2010	2,765.00	957.00	1,808.00
62. ENTERTAINMENT PPTYS TR	06/14/2007	07/29/2009	1,596.00	3,481.00	-1,885.00
69. ENTERTAINMENT PPTYS TR	07/25/2008	11/02/2009	2,335.00	3,561.00	-1,226.00
300000. F N M A DEB					
6.625% 9/15/09					
135. FOMENTO ECONOMICO MEX	08/30/1999	09/15/2009	300,000.00	297,714.00	2,286.00
137. FOMENTO ECONOMICO MEX	07/25/2008	08/26/2009	5,199.00	5,263.00	-64.00
59. FOSSIL INC	11/16/2006	01/13/2010	6,029.00	4,757.00	1,272.00
48. FOSSIL INC	02/14/2008	03/25/2010	2,240.00	2,072.00	168.00
175. FRANCE TELECOM SPSPD	02/06/2008	05/12/2010	2,000.00	1,681.00	319.00
295. FRANCE TELECOM SPSPD	10/31/2007	07/15/2009	3,978.00	6,456.00	-2,478.00
269. FRANCE TELECOM SPSPD	07/25/2008	12/10/2009	7,533.00	10,318.00	-2,785.00
63. GARDNER DENVER INC	07/25/2008	01/13/2010	6,810.00	7,972.00	-1,162.00
250000. GEN ELEC CAP CRP	07/25/2008	09/30/2009	2,203.00	2,659.00	-456.00
4.625% 9/15/09					
121. GULFMARK OFFSHORE INC	10/22/2002	09/15/2009	250,000.00	246,445.00	3,555.00
128. HORNBECK OFFSHORE	07/25/2008	03/11/2010	3,442.00	5,106.00	-1,664.00
85. HURON CONSULTING GROUP	07/25/2008	03/01/2010	2,377.00	5,130.00	-2,753.00
166. INTERDIGITAL INC	07/25/2008	08/12/2009	1,031.00	4,140.00	-3,109.00
142. J & J SNACK FOODS	07/25/2008	10/20/2009	3,269.00	4,479.00	-1,210.00
87. J2 GLOBAL COMMUNICATON	07/25/2008	10/19/2009	6,037.00	4,563.00	1,474.00
231. JACK IN THE BOX INC	07/25/2008	03/05/2010	1,980.00	2,062.00	-82.00
75. JACK IN THE BOX INC	10/10/2008	02/25/2010	4,673.00	4,425.00	248.00
284. L M I AEROSPACE INC	10/10/2008	05/14/2010	1,708.00	1,302.00	406.00
241. MARINER ENERGY INC	07/25/2008	10/06/2009	2,640.00	6,279.00	-3,639.00
452. MARINER ENERGY INC	11/18/2008	01/14/2010	3,209.00	5,652.00	-2,443.00
120. MARVEL ENTERTAINMENT	12/11/2008	04/16/2010	11,481.00	4,793.00	6,688.00
36. MEDNAX INC	07/25/2008	09/17/2009	5,993.00	3,476.00	2,517.00
48. MICROS SYS INC	11/08/2007	08/21/2009	1,890.00	2,048.00	-158.00
Totals	07/26/2007	07/02/2009	1,201.00	1,301.00	-100.00

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SLEMP FOUNDATION 15-7700
Schedule D Detail of Long-term Capital Gains and Losses

31-6025080

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
32. MIDDLEBY CORP	10/19/2007	04/06/2010	1,844.00	2,122.00	-278.00
124. NATIONAL GRID PLC SP	03/31/2008	11/10/2009	6,426.00	9,504.00	-3,078.00
153. NATIONAL GRID PLC SP	01/12/2009	02/16/2010	7,710.00	8,765.00	-1,055.00
159. NESTLE SA SPONSORED A	07/25/2008	08/19/2009	6,371.00	6,802.00	-431.00
160. NET 1 UEPS	02/14/2008	08/14/2009	2,709.00	3,716.00	-1,007.00
116. NINTENDO LTD A D R	07/26/2007	07/16/2009	3,986.00	7,193.00	-3,207.00
306. NINTENDO LTD A D R	07/25/2008	09/22/2009	10,023.00	12,956.00	-2,933.00
355. NOKIA CORP SPSP ADR	07/25/2008	10/15/2009	4,818.00	7,968.00	-3,150.00
1000. PROCTER & GAMBLE CO	07/21/2008	03/11/2010	62,729.00	31,887.00	30,842.00
85. PSYCHIATRIC SOLUTIONS	11/16/2006	07/01/2009	1,960.00	3,106.00	-1,146.00
123. PSYCHIATRIC SOLUTIONS	07/25/2008	05/07/2010	3,752.00	4,509.00	-757.00
226. PSYCHIATRIC SOLUTIONS	03/18/2009	05/18/2010	7,318.00	6,077.00	1,241.00
159. RED ROBIN GOURMET	01/16/2009	02/05/2010	2,983.00	1,850.00	1,133.00
100. RED ROBIN GOURMET	01/16/2009	03/29/2010	2,456.00	1,149.00	1,307.00
66. S P X CORP	11/18/2008	04/15/2010	4,482.00	2,217.00	2,265.00
73. SVB FINL GROUP	04/29/2008	09/21/2009	3,096.00	3,367.00	-271.00
51. SVB FINL GROUP	04/15/2008	11/23/2009	1,973.00	2,040.00	-67.00
31. SVB FINL GROUP	04/15/2008	01/21/2010	1,448.00	1,240.00	208.00
188. SANOFI AVENTIS A D R	08/15/2008	09/22/2009	7,118.00	6,909.00	209.00
279. SCOTTISH & SOUTHN	07/25/2008	08/19/2009	4,947.00	7,846.00	-2,899.00
191. SEACHANGE INTERNATIONAL	01/16/2009	01/25/2010	1,231.00	1,230.00	1.00
41. SILGAN HLDGS INC	07/26/2007	01/05/2010	2,280.00	2,177.00	103.00
419. STERLITE INDS INDIA A	05/06/2009	06/09/2010	5,562.00	4,064.00	1,498.00
521. SUN HEALTHCARE GROUP	07/25/2008	08/18/2009	4,300.00	7,403.00	-3,103.00
51. TELEDYNE TECHNOLOGIES	07/25/2008	02/25/2010	1,907.00	2,881.00	-974.00
127. TOTAL S A A D R	07/25/2008	03/10/2010	7,391.00	9,804.00	-2,413.00
109. TOYOTA MTR CORP A D R	07/25/2008	02/11/2010	8,213.00	12,915.00	-4,702.00
132. TRUE RELIGION APPAREL	12/19/2008	02/02/2010	2,560.00	1,643.00	917.00
32. TUPPERWARE BRANDS CORP	07/25/2008	10/21/2009	1,530.00	1,251.00	279.00
123. TUPPERWARE BRANDS	07/25/2008	12/10/2009	6,010.00	4,419.00	1,591.00
161. VCA ANTECH INC	07/25/2008	01/21/2010	4,049.00	4,950.00	-901.00
172. VECTREN CORPORATION	11/08/2007	03/08/2010	4,130.00	5,009.00	-879.00
92. WMS INDS INC	07/25/2008	04/15/2010	4,273.00	2,779.00	1,494.00
38. WMS INDS INC	07/25/2008	05/10/2010	1,875.00	1,065.00	810.00
115. WATSON WYATT	07/25/2008	07/29/2009	4,283.00	5,712.00	-1,429.00
Totals					

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	Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
489.	WET SEAL INC CL A	03/10/2009	04/20/2010	2,446.00	1,414.00	1,032.00
5000.	WYETH	03/02/2004	10/16/2009	251,950.00	201,416.00	50,534.00
508.	AXA S.A. PREFERENTIAL	11/16/2006	11/10/2009	284.00		284.00
131.	PLATINUM UNDERWRITER	07/25/2008	03/11/2010	4,817.00	4,549.00	268.00
161.	VALIDUS HOLDINGS LTD	12/31/2008	01/21/2010	4,243.00	3,931.00	312.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES				2,045,837.00	2,105,216.00	-59,379.00
Totals				2,045,837.00	2,105,216.00	-59,379.00

Trustees

Nancey Edmonds Smith
Frankfort, Kentucky

Pamela S. Edmonds
Wilson, North Carolina

James Campbell Smith
Lexington, Kentucky

Melissa Smith Jensen
Frankfort, Kentucky

The Slempp Foundation

Big Stone Gap, Virginia

C. BASCOM SLEMP FOUNDATION GRANT APPLICATION GUIDELINES

The C. Bascom Slempp Foundation is a private foundation created under the will of the late C. Bascom Slempp, a former U. S. Congressman from Virginia. Grants are made exclusively for charitable and educational purposes that will benefit the residents of Lee and Wise Counties, Virginia.

The following information regarding the organization which would be the recipient of a grant should be submitted to U.S. Bank. U.S. Bank will then place the proposed request on the agenda for the meeting of the Trustees of the Foundation. Grant requests will be considered at the Spring and Summer meetings which are generally held in the months of April and July.

1. Name, address and telephone number of the organization, any national organization with which affiliated, and dates each were established.
2. A copy of the Internal Revenue Service letter qualifying the organization as tax exempt under Code Section 501(c).
3. Purposes and activities of the organization, services provided, to whom, and how many served per year.
4. Names of administrative officers and governing board of the organization.
5. A copy of the organization's most recent balance sheet and annual operating statement.
6. Percentage of budget received from other sources.
7. Percentage of costs of organization paid for by recipients.
8. Purposes for which a grant from the C. Bascom Slempp Foundation would be used. How it would specifically benefit residents of Lee and Wise Counties, Virginia.
9. If the purpose is a specific project, what is the budget for the project.

Grant requests should be addressed to: Patricia L. Durbin, Trust Officer
U.S. Bank, N.A. Trust Division
P. O. Box 5208, Loc. CN-OH-W7PT
Cincinnati, OH 45201-5208

Trustees

Nancey Edmonds Smith
Frankfort, Kentucky

Pamela S. Edmonds
Wilson, North Carolina

James Campbell Smith
Lexington, Kentucky

Melissa Smith Jensen
Frankfort, Kentucky

The Slemp Foundation

Big Stone Gap, Virginia

♦ TO STUDENTS APPLYING FOR EDUCATIONAL FUNDS FROM THE SLEMP FOUNDATION FOR THE FIRST TIME ♦

The enclosed forms are to be used in connection with all first time applications for funds on a grant basis:

1. *Information and Application Procedure*
2. *Application Form, School Authority Form, and Four Reference Forms*
3. *Outline of Mr. Slemp's Life*

The Trustees will only consider fully completed applications from high school students postmarked no later than October 15th, for all grants to be made for the college year beginning the following Fall. Applications received after the deadline will not be considered.

If your personal or family financial situation changes during the year after your application is sent in so that there may be no need for funds, or for some other reason you decide not to use any grant awarded you, please let us know promptly as the Trustees wish the Foundation's funds to go as far as possible.

No grants will be made to students whose grades are not satisfactory or who are not considered full time students by the college or university attended. Generally grants will not exceed \$2,000.00 per student per year as a maximum. Please indicate on page 2 of the application form, the total of grants that you, any brothers or sisters and parents have received to date from this Foundation. Continuation of grants will also depend on the income of the Foundation available for scholarship purposes.

Please read all forms carefully and follow instructions where they apply to your particular case. Once the applicants selected enter college, it is the student's responsibility to provide the Foundation with regular official school transcripts and to complete the renewal application sent each year.

Hoping that you are making fine progress at school, we are with best wishes,

Cordially yours,

The Slemp Foundation
By the Trustees under the Will of
C. Bascom Slemp

♦ NOTE: THE PARENTS OF STUDENTS SHOULD ALSO READ THESE FORMS CAREFULLY ♦

CAMPBELL BASCOM SLEMP

1870 - 1943

- Born in Turkey Cove, Lee County, Virginia, on September 4, 1870, the son of Colonel Campbell and Nancey B. Cawood Slemple.
- Graduated from V.M.I. in June 1891. Received the Jackson Medal that is awarded annually to the most outstanding student at V.M.I.
- Teacher of Mathematics at V.M.I. from 1900 to 1901.
- Practiced law in Big Stone Gap from 1901 to 1907.
- Elected to Congress to succeed his father, Campbell Slemple, in December 1907.
- Served in Congress from 1907 to 1923.
- Secretary to President Coolidge from 1923 to 1925.
- Began law practice in Washington, D.C. in 1925.
- Founded Institute of Public Affairs at the University of Virginia in 1927.
- Served as U.S. Commissioner General to French Colonial Exposition in Paris, and received the French Legion of Honor award in 1931.
- Retired to private life at his Big Stone Gap home in 1932.
- Commenced Janie Slemple Newman Museum in 1935. Later gave collection to the state of Virginia to found The Southwest Virginia Museum.
- Died August 7, 1943.
- Buried in the Slemple Cemetery located in Turkey Cove, Lee County, Virginia.
- The Slemple Foundation was established in 1946 under terms of Mr. Slemple's Will.

INFORMATION AND APPLICATION PROCEDURE
REGARDING
THE SLEMP FOUNDATION SCHOLARSHIP FUNDS
RULES AND REGULATIONS
READ CAREFULLY

Mr. C. Bascom Slemp, late of Big Stone Gap, Virginia, provided in his Will for the establishment of a Foundation for charitable, educational and health purposes. Foundation funds are available, at the discretion of the Trustees thereof, for young men and young women of promise who evidence a real desire to obtain further education and because of lack of means are unable to do so satisfactorily.

In accordance with Mr. Slemp's Will, grants may be made to students attending colleges or universities, providing the applicant is a resident of Lee or Wise Counties, Virginia, or is a descendant of a resident thereof.

In order to facilitate the handling of applications and as a guide to school authorities, the procedure and standards outlined in this memorandum have been established by the Trustees but are subject to change at the sole discretion of the Trustees.

It is desirable for the student to apply through the proper authorities of the school or college he or she is attending since such authorities have readily accessible information on his/her scholastic records and general school performance. Such authorities are requested to screen the applicants carefully before referring an applicant to the Trustees, and in particular to consider the following:

1. The applicant should be a person who has demonstrated a better than average ability in scholarship and who shows unusual promise for the future. His/her physical and emotional condition should be such as to enable him/her to pursue his/her studies and any outside work to full advantage. It is the intent of the Trustees to grant funds only to those who are unable to provide all of their own funds and would otherwise be unable to continue their education.
2. Generally grants will not exceed the amount stated in the covering letter in any one year and will continue to be made to students in good standing for the additional three years required for an undergraduate degree. No grants are being made for graduate degrees.
3. It is anticipated that such grants as may be provided by the Foundation, together with other sources of income, will enable the applicant to finish his/her school course.
4. The completed application, together with the latest available grades, must be postmarked on or before July 1st, from students presently receiving aid, and no later than October 15th for high school seniors applying for aid for the first time. The Trustees may not consider an application unless it is complete in every detail.
5. Students already receiving funds, whose grades and other records are satisfactory will be sent future application forms automatically, and they must be completed and forwarded each year. Generally, successive reference forms will not be required.
6. In general, the Trustees will discontinue making grants to any student who fails to meet the usual requirements of the college or university which he/she is attending. It is intended that the Foundation's funds be reserved for those who will by their actions indicate appreciation of the aid. The Trustees' decision in these matters shall be final and no rights shall enure to persons receiving one or more grants. Granting of funds is contingent upon concurrence with the rules and procedures of the Trustees, and the adequacy of income available to the Trustees.
7. Generally speaking, the Trustees will only consider applications, from students applying for aid for the first time, which have the unqualified approval of the school authorities of the applicant's high school (or faculty advisor if presently enrolled in a college or university). The Trustees may also require additional recommendations, or information regarding an applicant, as the Trustees may determine, and may consult persons of their own selection as well as the applicant's references for advice. All information received from references will be treated as confidential.

8. It shall be up to each student to obtain from the proper official of his/her school or college the necessary proof of grades. The Trustees reserve the right to make payment of the grants over the school year; that is, a portion at the beginning of each semester or quarter, and to withhold payment until grades for the preceding semester or quarter have been received by the Agent for the Slempp Foundation. The Trust Department of U.S. Bank, N.A. in Cincinnati is serving as such Agent.
9. It is presumed that all students receiving aid will be attending accredited colleges and universities or business colleges or nurses training schools, and that they will be classified as a full time student taking regular required courses looking toward a degree.
10. Any student who should be awarded a grant and subsequently finds he or she will be unable to use the grant should so notify the Trustees promptly.

All correspondence should be mailed to the Trustees at the following address:

The Slempp Foundation
c/o U.S. Bank Trust Division
P.O. Box 5208, M.L.: CN-OH-W7PT
Cincinnati, OH 45201-5208

~~The Slempp Foundation in making grants does not expect to be repaid, but if a student in later years feels financially able, the Foundation will welcome any gift made to it.~~

The Trustees reserve the right to report the grants approved, to each High School Principal, or College authority involved, and in the local press periodically. The Trustees also hope to receive information from students after their graduation, to enable the Trustees to view the long term results of these grants and to make public such of this information as may seem pertinent to the Foundation's activities and of interest to the students and their schools and colleges, as well as the people of Lee and Wise Counties.

All grants are reported to the Wise County Court in periodic reports required by law.

Decisions by the Trustees will be final after due consideration based on the information made available to us. Successful and unsuccessful applicants will be so notified, but only in general terms.

The Slempp Foundation
By the Trustees under the Will of C. Bascom Slempp

APPLICATION FOR EDUCATIONAL GRANT
FROM
THE SLEMP FOUNDATION
BIG STONE GAP, VIRGINIA

THE TRUSTEES UNDER THE
WILL OF C. BASCOM SLEMP
C/O U.S. BANK
TRUST DIVISION
P.O. BOX 5208, M.L.: CN-OH-W7PT
CINCINNATI, OH 45201-5208

DATE OF APPLICATION

APPLICATION MUST BE
POSTMARKED BY
OCTOBER 15th

DEAR TRUSTEES:

I hereby make application for an educational grant for the school year from the Slemp Foundation. I have read the rules and regulations governing such grants and understand that any grants which may be made are subject to such regulations.

(Must be completed by applicant in Own Handwriting)

Name in full _____

♦ Home Address _____

♦ Mailing Address* _____
(Include City, State and Zip Code)

♦ Your place of birth (City, State and County): _____

♦ Telephone (____) - _____ Your social security number _____

♦ Date of Birth: _____ Marital Status: _____

♦ Are you a citizen of the United States? _____

♦ Name of school now attending _____ Year in school _____

♦ Date you will graduate _____ Major Subject _____

Father's/Guardian's name _____

♦ Home address _____

♦ Employer _____ Occupation _____

♦ Father's place of birth _____ County, State of _____

Mother's name _____

♦ Home address _____

♦ Employer _____ Occupation _____

♦ Mother's place of birth _____ County, State of _____

If you are not a current resident of Lee or Wise Counties, Virginia, please explain your connection to this area. _____

*This address will be used for all mailing until you otherwise notify the Trustees in writing.

Number of brothers and sisters _____ Their ages, and schools they attend:

Name of college you wish to attend _____

♦ Address of college _____

♦ Has the college accepted your application? _____

♦ In what subject do you plan to major? _____

♦ Type of degree or certificate you seek _____

What is your planned field of endeavor _____

The applicant is advised that it is the intent of the Trustees of the Slempp Foundation to grant funds only to those who are unable to provide all of their own funds and would otherwise be unable to continue their education. The following questions should be answered with this thought in mind.

Why do you need aid? _____

Do you have any debts at this time? _____ How much? \$ _____

Do you have a (1) savings account? _____ (2) checking account? _____

Have you ever applied for funds from The Slempp Foundation before? _____ If so, when? _____

Have you received funds from The Slempp Foundation in prior years? _____

How much? _____ What years? _____

Have any of your brothers or sisters or parents received aid from the Slempp Foundation? _____

If yes, what are their names and when _____

Are you receiving, or expecting any other scholarships or grants for school this coming year? _____

(a) Type _____

(b) Amount _____

(c) From whom _____

Have you ever worked at a full or part time job? _____

JOB DESCRIPTION

EMPLOYER

LENGTH OF SERVICE

In what school activities have you participated? _____

Organizations of which you are a member _____

Honors you have received _____

List hobbies, if any _____

Military service, if any _____ Type of discharge _____

Are you in good health? _____

*I have requested the following to write a letter of reference about me and mail it directly to The Slemg Foundation;
c/o U.S. Bank Trust Division, P.O. Box 5208, M.L.: CN-OH-W7PT, Cincinnati, Ohio 45201-5208. I have also
informed them the deadline for submitting the letters is October 15th.*

(Five references are required of students applying for the first time)

_____ School authority _____
_____ (Occupation) _____
_____ (Occupation) _____
_____ (Occupation) _____
_____ (Occupation) _____

Estimated Annual College Expenses

Name of College _____

For the period _____ to _____ for the _____ Year.
Fr., Soph., Jr., Sr.

MY ESTIMATED INCOME FOR ONE YEAR / MY ESTIMATED EXPENSES FOR ONE YEAR

Cash now on hand.....\$	Tuition.....\$
Parents contribution.....\$	Fees.....\$
Other contributions.....\$	Room and board.....\$
Amount I will borrow.....\$	Personal expenses.....\$
Other scholarships.....\$	

Total estimated expenses.....\$ _____

Difference between income and expenses.....\$ _____

Payment of grants approved will be made in installments 1/2 on or about August 15th and 1/2 on December 15th.

ATTACH RECENT
PHOTOGRAPH HERE

I HEREBY CERTIFY THAT ALL OF THE ABOVE
INFORMATION IS TRUE TO THE BEST OF MY
KNOWLEDGE AND BELIEF. I ALSO AUTHORIZE
THE SLEMP FOUNDATION TO USE MY NAME IN
PUBLICATION UNLESS I OTHERWISE NOTIFY
THEM IN WRITING.

SIGNATURE OF APPLICANT

TO BE COMPLETED BY THE PARENT OR GUARDIAN

Please provide any information which will assist us in the selection process.

I hereby certify that I have read the rules and regulations
concerning the grant of funds by the Slomp
Foundation. I further certify that I have read the
information written on this form by my

(son, daughter, ward)

and such information is true to the best of my
knowledge and belief.

SIGNATURE OF PARENT OR GUARDIAN

Name of Student: _____

Transcript of Grades for _____ to _____

<u>FRESHMAN YEAR</u>	<u>SOPHOMORE YEAR</u>	<u>JUNIOR YEAR</u>
SUBJECT GRADE	SUBJECT GRADE	SUBJECT GRADE

If any aptitude tests were given to student, please list results if they have a bearing on the student's ability to handle work at the college of his choice:

Student is in top 1/10 () top 1/3 () or lower 1/3 () of his/her class.

Number of students in class _____ This student's position in class _____

Prospects for student's graduation _____

Please rate the student as to the effort put in, to get the most out of his/her school experience.

() AVERAGE - () ABOVE AVERAGE - () EXCEPTIONAL

Has Student met his/her financial obligations to the school regularly and promptly? _____

What extra-curricular activities has student excelled in? _____

What are Student's outstanding traits? _____

What type of work do you think the student should prepare to follow? _____

Type of work Student plans to do? _____

Please rate the student, as to expectancy of doing worthwhile work in this field.

() AVERAGE () ABOVE AVERAGE () EXCEPTIONAL

REMARKS: _____

I recommend that the grant requested be made. I am satisfied that the best interest of the applicant can be maintained by continuing school. I consider the applicant thoroughly reliable and I believe that he (she) is worthy of this grant. To the best of my knowledge, all of the questions are truly and fully answered.

Date _____

Dean, Principal, Guidance Counselor or Faculty Advisor

Name of School

Note: This form must be mailed by October 15th directly to the Foundation at the following address:

*The Slemp Foundation
c/o U.S. Bank Trust Division
P. O. Box 5208, M. L.: CN-OH-W7PT
Cincinnati, OH 45201-5208*

The Slempp Foundation

Big Stone Gap, Virginia
REFERENCE FORM

Name of Student _____

How many years have you known the student? _____ years.

How many years have you known the student's family? _____ years.

Do you think the student could continue school if the Foundation did not give assistance? _____

Would you say the student has average, above average or exceptional qualifications for taking his/her place in the business or professional world? _____

What type of career do you think the student should prepare to follow? _____

~~Do you think that this student should go to college?~~ _____

Please give your reasons for recommending the applicant _____

I recommend that the grant be made. I am satisfied that the best interest of the applicant can be maintained by continuing in school. I consider the applicant thoroughly reliable and I believe that he (she) is worthy of this grant. To the best of my knowledge all the questions are truly and fully answered.

Date

Signature

Occupation

This form must be mailed directly to the Foundation by October 15th. Please also note the applicant's name on the outside of the envelope.

*The Slempp Foundation
c/o U.S. Bank Trust Division
P. O. Box 5208, M.L. CN-OH-W7PT
Cincinnati, OH 45201-5208*