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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 Oct 1, 2009, and ending Sep 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 ARMOND & ROSE CAPLAN FOUNDATION		A Employer identification number 51-0217380
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see the instructions) (757) 623-1062
	City or town NORFOLK	State ZIP code VA 23510	C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 2,155,869.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc. received (att sch)	0.			
2 <input type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	31,479.	31,479.	31,479.	
4 Dividends and interest from securities	15,472.	15,472.	15,472.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
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/(loss) (att sch)				
11 Other income (attach schedule) MISC-REFUND OF FEE	50.	50.	50.	
12 Total. Add lines 1 through 11	47,001.	47,001.	47,001.	
ADMINISTRATIVE AND OPERATING EXPENSES				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)	2,146.	2,146.	2,146.	
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instr) See Line 18 Stmt	1,531.	25.	25.	
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	3,677.	2,171.	2,171.	
25 Contributions, gifts, grants paid	104,613.			104,613.
26 Total expenses and disbursements. Add lines 24 and 25	108,290.	2,171.	2,171.	104,613.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-61,289.			
b Net investment income (if negative, enter -0-)		44,830.		
c Adjusted net income (if negative, enter -0-)			44,830.	

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	11,698.	28,301.	28,301.
	2 Savings and temporary cash investments	1,211,000.	1,314,010.	1,314,010.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)	269,106.	242,000.	284,002.
	b Investments – corporate stock (attach schedule)	537,780.	379,490.	529,546.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe <u>CHARTER FEE</u>)	10.	10.	10.	
16 Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)	2,029,594.	1,963,811.	2,155,869.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe _____)			
	23 Total liabilities (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	2,029,594.	1,963,811.	
	30 Total net assets or fund balances (see the instructions)	2,029,594.	1,963,811.	
	31 Total liabilities and net assets/fund balances (see the instructions)	2,029,594.	1,963,811.	

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	2,029,594.
2 Enter amount from Part I, line 27a	2	-61,289.
3 Other increases not included in line 2 (itemize) _____	3	
4 Add lines 1, 2, and 3	4	1,968,305.
5 Decreases not included in line 2 (itemize) <u>LOSS ON SALE OF STOCK</u>	5	4,494.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,963,811.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a CASH IN LIEU-800 SH WYETH		D	01/03/97	11/23/09
b 4877 SH BANK OF AMERICA		D	12/18/92	11/23/09
c 2368 SH C&F FINANCIAL		D	12/29/98	11/30/09
d 1734 SH BANK OF COMMONWEALTH		D	12/29/98	11/30/09
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 26,400.		0.	26,400.
b 84,299.		100,495.	-16,196.
c 38,929.		43,276.	-4,347.
d 4,277.		14,628.	-10,351.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			26,400.
b			-16,196.
c			-4,347.
d			-10,351.
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	-4,494.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).	[If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8]		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? . . . ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	191,962.	2,499,050.	0.076814
2007	291,288.	2,439,757.	0.119392
2006	209,199.	2,776,919.	0.075335
2005	206,870.	2,782,315.	0.074352
2004	309,638.	2,640,538.	0.117263

2 Total of line 1, column (d)	2	0.463156
3 Average distribution ratio for the 5-year base period— divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.092631
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,089,246.
5 Multiply line 4 by line 3	5	193,529.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	448.
7 Add lines 5 and 6	7	193,977.
8 Enter qualifying distributions from Part XII, line 4	8	104,613.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b .	1	897.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	897.
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	897.
6	Credits/Payments:		
a	2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	1,360.
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,360.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . .	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	463.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax 463. Refunded	11	

Part VII A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <u>VA – Virginia</u>		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Form 990-PF (2009)

Part VII A Statements Regarding Activities Continued

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

Website address N/A

14 The books are in care of ARMOND R. CAPLAN Telephone no. (757) 623-1062
 Located at 500 E. MAIN ST. STE 1424 NORFOLK VA ZIP + 4 23510

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐
 and enter the amount of tax-exempt interest received or accrued during the year 15

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	
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?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 the instructions.)	2 b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4 b	X

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Form 990-PF (2009)

Part VII Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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

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

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

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

6b

X

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?

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
0				
0				
0				
0				

Total number of other employees paid over \$50,000

None

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

3 Five highest-paid independent contractors for professional services — (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		None

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 NONE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
	0.
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3	None

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Form 990-PF (2009)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	516,925.
b	Average of monthly cash balances	1b	1,320,135.
c	Fair market value of all other assets (see instructions)	1c	284,002.
d	Total (add lines 1a, b, and c)	1d	2,121,062.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,121,062.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	31,816.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,089,246.
6	Minimum investment return. Enter 5% of line 5	6	104,462.

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	104,462.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	897.
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	897.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	103,565.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	103,565.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	103,565.

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	104,613.
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	104,613.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	104,613.

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				103,565.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years: 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	179,641.			
b From 2005	71,644.			
c From 2006	72,466.			
d From 2007	292,348.			
e From 2008	0.			
f Total of lines 3a through e	616,099.			
4 Qualifying distributions for 2009 from Part XII, line 4: \$	104,613.			
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2009 distributable amount				103,565.
e Remaining amount distributed out of corpus	1,048.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	617,147.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	179,641.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	437,506.			
10 Analysis of line 9:				
a Excess from 2005	71,644.			
b Excess from 2006	72,466.			
c Excess from 2007	292,348.			
d Excess from 2008	0.			
e Excess from 2009	1,048.			

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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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 organization had \$5,000 or more in assets at any time during the year – see 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).)
- ARMOND CAPLAN

- 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.
- N/A

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:

ARMOND CAPLAN
500 E. MAIN STREET SUITE 1424
NORFOLK VA 23510 (757) 623-1062

- b The form in which applications should be submitted and information and materials they should include:**
INFORMAL LETTER, PURPOSE & NEED FOR REQUEST

- c Any submission deadlines:
NONE

- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
NONE

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> SEE ATTACHED SCHEDULE				104,613.
Total				104,613.
b <i>Approved for future payment</i>				
Total				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1	Program service revenue.					
a	N/A - NO PROGRAM					
b	RELATED INVESTMENTS					
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments .					
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory . .					
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)					
13	Total. Add line 12, columns (b), (d), and (e)					

(See worksheet in the instructions for line 13 to verify calculations.)

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

[illegible]

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets .

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ..

☐ Yes ☒ No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

SIGN HERE

Signature of officer or trustee

Date 11/4/11

► PRESIDENT
Title

**Paid
Pre-
parer's
Use
Only**Preparer's
signature

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

Roger A. Spero

Date _____

10/22/11

Check if self-employed

Preparer's Identifying number
(See Signature in the instrs)

P00375308

EIN

▷ 54-0945128

Phone no

► (757) 468-2279

BAA

Form 990-PF (2009)

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, 990-EZ, or 990-PF

OMB No 1545-0047

2009

Name of the organization

ARMOND & ROSE CAPLAN FOUNDATION

Employer identification number

51-0217380

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)() (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

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

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

General Rule –

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

Special Rules –

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$

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

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

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

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
REGIS. FEE	25.	25.	25.	
FEDERAL INCOME	1,506.			
Total	<u>1,531.</u>	<u>25.</u>	<u>25.</u>	

ARMOND & ROSE CAPLAN FOUNDATION
51-0217380
09/30/10

FORM 990-PF, PART II, LINES 10a AND 10b

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT OBLIGATIONS	242,000	284,002
CORPORATE STOCKS:		
2500 SH DOMINION RESOURCE	47,077	108,700
1785 SH MATTEL STOCK	28,853	39,520
1540 SH CHEVRONTXACO STOCK	38,500	121,983
7651 SH BANK OF AMERICA STOCK	157,654	104,895
1200 SH BRISTOL MYERS STOCK	32,625	32,040
788 SH PFIZER	25,100	13,609
750 SH H J HEINZ CO	25,290	35,160
334 SH DEL MONTE	2,732	4,215
480 WASHINGTON MUTUAL	-	86
500 VERIZON	20,797	15,370
120 FRONTIER COMMUNICATIONS	862	941
2368 SH C & F FINANCIAL CORP	-	42,624
1734 SH COMMONWEALTH BANKSHARES	-	4,335
120 SH ZIMMER HOLDINGS, INC	-	6,068
25 SH INDEARC, INC.	-	-
9 SH FAIRPOINT COMMUNICATIONS, INC	-	-
	379,490	529,546

5

THE ARMOND & ROSE CAPLAN FOUNDATION
51-0217380
09/30/10

PART VIII INFORMATION ABOUT OFFICERS, DIRECTORS, ETC.

(a)	(b)	(c)	(d)	(e)
Armond R. Caplan 500 E. Main Street, STE 1424 Norfolk, VA 23510	Dir. & Pres. As Req'd.	- 0 -	- 0 -	- 0 -
James M. Caplan 500 E. Main Street, STE 1424 Norfolk, VA 23510	Secretary As Req'd.	- 0 -	- 0 -	- 0 -
Stephen R. Caplan 500 E. Main Street, STE 1424 Norfolk, VA 23510	Treasurer As Req'd.	- 0 -	- 0 -	- 0 -

ARMOND & ROSE CAPLAN FOUNDATION

51-0217380

09/30/10

CONTRIBUTIONS RECEIVED

\$0 00

\$0 00

GRANTS & CONTRIBUTIONS PAID

NAME	ADDRESS	STATUS	PURPOSE	AMOUNT
AISH KODESH	NORFOLK, VA	CHARITABLE	HUMAN SERVICES	500 00
BETH SHOLOM VILLAGE	VA BEACH, VA	CHARITABLE	TO PROVIDE SERVICES FOR THE ELDERLY	500 00
BETH EL MEN'S CLUB	NORFOLK, VA	CHARITABLE	FAMILY NIGHT	250 00
CONGREGATION BETH EL	NORFOLK, VA	CHARITABLE	TEMPLE FUND, HOMELESS FUND	33,137 00
EVMS FOUNDATION	NORFOLK, VA	CHARITABLE	EDUCATION	2,500 00
FRIENDS OF CHEVRA T'HELM	NORFOLK, VA	CHARITABLE	BUILDING FUND	2,000 00
GOMLEY CHESD CONGREGATION	PORTSMOUTH, VA	CHARITABLE	TEMPLE FUND	100 00
HEBREW ACADEMY OF TIDEWATER	VA BEACH, VA	CHARITABLE	EDUCATION	500 00
UNITED JEWISH FEDERATION OF TIDEWATER	VA BEACH, VA	CHARITABLE	COMMUNITY SERVICE	1,000 00
VIRGINIA PROSTATE CENTER SOCIETY	NORFOLK, VA	CHARITABLE	CANCER RESEARCH	5,000 00
				<u>45,487 00</u>

FUND DISTRIBUTIONS

AMERICAN FRIENDS OF MAGEN DAVID ADOM	NEW YORK, NY	CHARITABLE	MEDIACL HELP	100 00
AMERICAN FOUNDATION FOR THE BLIND INC		CHARITABLE	MEDIACL HELP	25 00
B'NAI B'RITH INTERNATIONAL	WASHINGTON, DC	CHARITABLE	CULTURAL	300 00
BERGER GOLDRICH HOME AT BETH SHOLOM	VA BEACH, VA	CHARITABLE	COMMUNITY SERVICE	100 00
BETH EL SISTERHOOD	NORFOLK, VA	CHARITABLE	RELIGIOUS	80 00
BETH SHOLOM VILLAGE	VA BEACH, VA	CHARITABLE	TO PROVIDE SERVICES FOR THE ELDERLY	1,210 00
CHILDREN'S HOSPITAL OF THE KING'S DAUGHTERS	NORFOLK, VA	CHARITABLE	CHILD ABUSE PROGRAM ENDOWMENT FUND	310 00
CONGREGATION BETH EL	NORFOLK, VA	CHARITABLE	TEMPLE FUND	9,223 00
DIABETES CENTER FOUNDATION	NORFOLK, VA	CHARITABLE	RESEARCH	50 00
EASTER SEALS	CHICAGO, IL	CHARITABLE	HELPING PEOPLE WITH DISABILITIES	15 00
FOODBANK OF SOUTHEASTERN VIRGINIA	NORFOLK, VA	CHARITABLE	COMMUNITY SERVICE	50 00
HAMPTON ROADS LADY HURRICANES	NORFOLK, VA	CHARITABLE	COMMUNITY SERVICE	1,000 00
HEBREW ACADEMY OF TIDEWATER	VA BEACH, VA	CHARITABLE	EDUCATION	324 00
HEBREW LADIES CHARITY SOCIETY	NORFOLK, VA	CHARITABLE	COMMUNITY SERVICE	17 00
JEWISH FAMILY SERVICES	NORFOLK, VA	CHARITABLE	COMMUNITY SERVICE	500 00
MADD	NORFOLK, VA	CHARITABLE	ELIMINATE DRUNK DRIVING	150 00
MARILYN & MARVIN SIMON FAMILY JEWISH COMMUNITY CENTER	NORFOLK, VA	CHARITABLE	COMMUNITY SERVICE	2,376 00
MELVIN J BERMAN HEBREW ACADEMY	ROCKVILLE, MD	CHARITABLE	EDUCATION	300 00
NORFOLK ACADEMY	NORFOLK, VA	CHARITABLE	EDUCATION	1,500 00
NORFOLK COLLEGIATE SCHOOL	NORFOLK, VA	CHARITABLE	EDUCATION	500 00
RAP FOR WORDS	NORFOLK, VA	CHARITABLE	EDUCATION	1,000 00
SIMON WIESENTHAL CENTER	LOS ANGELES, CA	CHARITABLE	CULTURAL	250 00
ST JUDES CHILDREN'S HOSPITAL	GREENVILLE, SC	CHARITABLE	CURE CHILDHOOD CANCER	100 00
SUSAN KOMEN FOR THE CURE BREASTCANCER	DALLAS, TX	CHARITABLE	MEDIACL HELP	100 00
THE SALVATION ARMY	NORFOLK, VA	CHARITABLE	COMMUNITY SERVICE	100 00
TEMPEL ISRAEL	NORFOLK, VA	CHARITABLE	RELIGIOUS	18 00
TORAH FUND	VA BEACH, VA	CHARITABLE	SCHOLARSHIP FUND	180 00
UNITED JEWISH FEDERATION OF TIDEWATER	VA BEACH, VA	CHARITABLE	COMMUNITY SERVICE	37,740 00
UNITED WAY	NORFOLK, VA	CHARITABLE	HUMAN SERVICES NEEDS	1,000 00
USO WORLD HEADQUARTERS	NORFOLK, VA	CHARITABLE	PROVIDE SERVICES TO MILITARY PERSONNEL	100 00
VIRGINIA BEACH VOLUNTEER RESCUE SQUAD	VA BEACH, VA	CHARITABLE	COMMUNITY SERVICE	100 00
VIRGINIA SYMPHONY ORCHESTRA	NORFOLK, VA	CHARITABLE	COMMUNITY SERVICE	200 00
WORLD OF JEWISH CONGRESS	NORFOLK, VA	CHARITABLE	CULTURAL	108 00
				<u>59,126 00</u>
				<u>104,613 00</u>

ARMOND & ROSE CAPLAN FOUNDATION
51-0217380
09/30/10

EXPLANATION FOR AMENDED TAX RETURN:

FORM 990PF PART XIII UNDISTRIBUTED INCOME LINES 4d, 4e, 6f.

\$103,565 OF \$104,613 QUALIFYING DISTRIBUTIONS FOR 2009
WERE NOT APPLIED TO THE DISTRIBUTABLE AMOUNT FOR 2009
IN ERROR.