Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

**2009**

**For calendar year 2009, or tax year beginning** 11/01 **, 2009, and ending** 10/31 **, 20**10

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [X] Name change

| Use the IRS label. Otherwise, print or type. See Specific Instructions. | Name of foundation: LUCK COMPANIES FOUNDATION, INC. | | A Employer identification number: 54-6064982 |
|---|---|---|---|
| | Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 29682 | Room/suite | B Telephone number (see page 10 of the instructions): (804) 784-6300 |
| | City or town, state, and ZIP code: RICHMOND, VA 23229 | | 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 ▶ [ ]

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 ▶ [ ]

H Check type of organization: [X] 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)* ▶ $ 10,712,012.

J Accounting method: [X] Cash [ ] Accrual [ ] 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 page 11 of 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 (attach schedule) | | | | |
| | 2 Check ▶ [ ] if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 2,936. | 2,936. | | ATCH 1 |
| | 4 Dividends and interest from securities | 250,362. | 250,362. | | ATCH 2 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 349,097. | | | |
| | b Gross sales price for all assets on line 6a 1,632,356. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 349,097. | | |
| | 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) (attach schedule) | | | | |
| | 11 Other income (attach schedule) | 1,573. | 1,573. | | ATCH 3 |
| | 12 **Total.** Add lines 1 through 11 | 603,968. | 603,968. | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 0. | | | |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) ATCH 4 | 2,208. | 2,208. | 0. | 0. |
| | b Accounting fees (attach schedule) | | | | |
| | c Other professional fees (attach schedule) * | 80,788. | 80,788. | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see page 14 of the instructions) ** | 9,107. | | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) ATCH 7 | 105. | 105. | | |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 92,208. | 83,101. | 0. | 0. |
| | 25 Contributions, gifts, grants paid | 269,675. | | | 269,675. |
| | 26 **Total expenses and disbursements** Add lines 24 and 25 | 361,883. | 83,101. | 0. | 269,675. |
| | 27 Subtract line 26 from line 12 | | | | |
| | a **Excess of revenue over expenses and disbursements** | 242,085. | | | |
| | b **Net investment income** (if negative, enter -0-) | | 520,867. | | |
| | c **Adjusted net income** (if negative, enter -0-) | | | -0- | |

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## 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 | 825,093. | 242,172. | 242,171. |
| | 2 | Savings and temporary cash investments | | | |
| | 3 | Accounts receivable ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 4 | Pledges receivable ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions) | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10 a | Investments - U S and state government obligations (attach schedule) | | | |
| | b | Investments - corporate stock (attach schedule) ATCH 8 | 7,375,663. | 8,200,669. | 10,469,841. |
| | 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 ▶ ) | | | |
| | 16 | Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | 8,200,756. | 8,442,841. | 10,712,012. |
| 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 (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.** | | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | | **Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒** | | | |
| | 27 | Capital stock, trust principal, or current funds | 8,200,756. | 8,442,841. | |
| | 28 | Paid-in or capital surplus, or land, bldg , and equipment fund | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 0. | 0. | |
| | 30 | Total net assets or fund balances (see page 17 of the instructions) | 8,200,756. | 8,442,841. | |
| | 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 8,200,756. | 8,442,841. | |

## 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 | 8,200,756. |
| 2 | Enter amount from Part I, line 27a | 2 | 242,085. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 8,442,841. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 8,442,841. |

## Part IV Capital Gains and Losses for Tax on Investment Income

| | (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b) How acquired P-Purchase D-Donation | (c) Date acquired (mo , day, yr ) | (d) Date sold (mo , day, yr ) |
|---|---|---|---|---|
| 1a | SEE PART IV SCHEDULE | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|---|
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

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

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

| | | |
|---|---|---|
| 2 Capital gain net income or (net capital loss) . . . . . { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } | 2 | 349,097. |
| 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 pages 13 and 17 of 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 page 18 of 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 (col (b) divided by col (c)) |
|---|---|---|---|
| 2008 | 625,550. | 9,070,953. | 0.068962 |
| 2007 | 661,871. | 11,543,142. | 0.057339 |
| 2006 | 785,541. | 12,650,256. | 0.062097 |
| 2005 | 610,478. | 10,582,257. | 0.057689 |
| 2004 | 515,982. | 8,508,371. | 0.060644 |

| | | |
|---|---|---|
| 2 Total of line 1, column (d) | 2 | 0.306731 |
| 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 | 0.061346 |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | 4 | 9,301,487. |
| 5 Multiply line 4 by line 3 | 5 | 570,609. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 5,209. |
| 7 Add lines 5 and 6 | 7 | 575,818. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 269,675. |

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 on page 18

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling 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 | 10,417. |
| 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 | |
| 3 | Add lines 1 and 2 | | 3 | 10,417. |
| 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 | 10,417. |
| 6 | Credits/Payments | | | |
| a | 2009 estimated tax payments and 2008 overpayment credited to 2009 | 6a 6,068. | | |
| b | Exempt foreign organizations-tax withheld at source | 6b 0. | | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c 0. | | |
| d | Backup withholding erroneously withheld | 6d | | |
| 7 | Total credits and payments Add lines 6a through 6d | | 7 | 6,068. |
| 8 | Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached | | 8 | 89. |
| 9 | **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | | 9 | 4,438. |
| 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** ▶ 0. **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? | 1a | | X |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? | 1b | | X |
| | *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities* | | | |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ______ (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? *If "Yes," attach a detailed description of the activities* | 2 | | 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* | 3 | X | |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? | 4b | | X |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T* | 5 | | 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? | 6 | 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* | 7 | X | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ VA, | | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* | 8b | 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 on page 27)? *If "Yes," complete Part XIV* | 9 | | X |
| 10 | Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* | 10 | | X |

## Part VII-A Statements Regarding Activities *(continued)*

| | | Line | Yes | No |
|---|---|---|---|---|
| 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 page 20 of the 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 ▶ C.S. LUCK III Telephone no ▶ 804-784-3335

Located at ▶ LUCK STONE CORPORATION RICHMOND, VA ZIP + 4 ▶ 23229

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.**

| | | | Line | 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)? | | 1b | | N/A |
| | Organizations relying on a current notice regarding disaster assistance check here | ▶ ☐ | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? | | 1c | | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | | | |
| a | At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? | ☐ Yes ☒ No | | | |
| | If "Yes," list the years ▶ | | | | |
| b | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions ) | | 2b | | N/A |
| 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 )* | | 3b | | N/A |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 4a | | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? | | 4b | | X |

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

| | | | Yes | No |
|---|---|---|---|---|
| **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 page 22 of the 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 page 22 of the instructions)? | | **5b** | | N/A |
| 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? | | **6b** | | X |
| *If "Yes" to 6b, file Form 8870.* | | | | |
| **7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? | ☐ Yes | ☒ No | | |
| **b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? | | **7b** | | X |

**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 page 22 of the 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 |
|---|---|---|---|---|
| ATTACHMENT 9 | | 0. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |

**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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 |
|---|---|---|---|---|
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

**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 page 23 of the 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 THE FOUNDATION MAKES GRANTS TO QUALIFYING PUBLIC CHARITIES AND HAS NO SIGNIFICANT INVOLVEMENT IN ANY DIRECT CHARITABLE ACTIVITY. | |
| 2 | |
| 3 | |
| 4 | |

**Part IX-B Summary of Program-Related Investments** (see page 23 of the instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|---|---|
| 1 NONE | |
| 2 | |
| All other program-related investments See page 24 of the instructions | |
| 3 NONE | |
| **Total.** Add lines 1 through 3 ▶ | |

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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 | 8,909,503. |
| b | Average of monthly cash balances | 1b | 533,631. |
| c | Fair market value of all other assets (see page 24 of the instructions) | 1c | 0. |
| d | **Total** (add lines 1a, b, and c) | 1d | 9,443,134. |
| 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 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 9,443,134. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) | 4 | 141,647. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 9,301,487. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 465,074. |

**Part XI Distributable Amount** (see page 25 of the 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 | 465,074. |
| 2a | Tax on investment income for 2009 from Part VI, line 5 | 2a | 10,417. | | |
| b | Income tax for 2009 (This does not include the tax from Part VI ) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 10,417. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | | | 3 | 454,657. |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | |
| 5 | Add lines 3 and 4 | | | 5 | 454,657. |
| 6 | Deduction from distributable amount (see page 25 of the instructions) | | | 6 | |
| 7 | **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | | | 7 | 454,657. |

**Part XII Qualifying Distributions**(see page 25 of the 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 | 269,675. |
| 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 | 0. |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required) | 3a | 0. |
| b | Cash distribution test (attach the required schedule) | 3b | 0. |
| 4 | **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 269,675. |
| 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 page 26 of the instructions) | 5 | N/A |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 269,675. |

**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 page 26 of the instructions)

| | | (a) Corpus | (b) Years prior to 2008 | (c) 2008 | (d) 2009 |
|---|---|---|---|---|---|
| **1** Distributable amount for 2009 from Part XI, line 7 | | | | | 454,657. |
| **2** Undistributed income, if any, as of the end of 2009 | | | | | |
| **a** Enter amount for 2008 only | | | | 0. | |
| **b** Total for prior years 20 07 ,20 06 ,20 05 | | | | | |
| **3** Excess distributions carryover, if any, to 2009 | | | | | |
| **a** From 2004 | 94,159. | | | | |
| **b** From 2005 | 84,743. | | | | |
| **c** From 2006 | 46,780. | | | | |
| **d** From 2007 | 90,406. | | | | |
| **e** From 2008 | 173,832. | | | | |
| **f** **Total** of lines 3a through e | | 489,920. | | | |
| **4** Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 269,675. | | | | | |
| **a** Applied to 2008, but not more than line 2a | | | | 0. | |
| **b** Applied to undistributed income of prior years (Election required - see page 26 of the instructions) | | | | | |
| **c** Treated as distributions out of corpus (Election required - see page 26 of the instructions) | | | | | |
| **d** Applied to 2009 distributable amount | | | | | 269,675. |
| **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) )* | | 184,982. | | | 184,982. |
| **6** **Enter the net total of each column as indicated below:** | | | | | |
| **a** Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | 304,938. | | | |
| **b** Prior years' undistributed income Subtract line 4b from line 2b | | | | | |
| **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 page 27 of the instructions | | | | | |
| **e** Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions | | | | 0. | |
| **f** Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 | | | | | |
| **7** Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) | | | | | |
| **8** Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) | | | | | |
| **9** **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a | | 304,938. | | | |
| **10** Analysis of line 9 | | | | | |
| **a** Excess from 2005 | | | | | |
| **b** Excess from 2006 | 40,700. | | | | |
| **c** Excess from 2007 | 90,406. | | | | |
| **d** Excess from 2008 | 173,832. | | | | |
| **e** Excess from 2009 | | | | | |

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

| | Tax year | Prior 3 years | | | (e) Total |
|---|---|---|---|---|---|
| | (a) 2009 | (b) 2008 | (c) 2007 | (d) 2006 | |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a "Assets" alternative test - enter | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

**Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of 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) )

N/A

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 page 28 of the 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

N/A

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

BY LETTER

c Any submission deadlines

N/A

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<br>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** *Paid during the year* | | | | |
| SEE ATTACHMENT A | | | | 269,675. |
| **Total** . . . . . . . . . . ▶ 3a | | | | 269,675. |
| **b** *Approved for future payment* | | | | |
| **Total** . . . . . . . . . . ▶ 3b | | | | |



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## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated | Unrelated business income (a) Business code | (b) Amount | Excluded by section 512, 513, or 514 (c) Exclusion code | (d) Amount | (e) Related or exempt function income (See page 28 of the instructions.) |
|---|---|---|---|---|---|
| 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 | 2,936. | |
| 4 Dividends and interest from securities | | | 14 | 250,362. | |
| 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 | 1,573. | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 349,097. | |
| 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) | | | | 603,968. | |

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 603,968.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.) |
|---|---|
| | NOT APPLICABLE |



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## 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?

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

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

| (a) Line no | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|---|---|---|---|
| | N/A | | N/A |

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

**Sign Here**

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

Wanda S. Ortwine | 9-11-2011 | Treasurer

Signature of officer or trustee | Date | Title

**Paid Preparer's Use Only**

| | | | |
|---|---|---|---|
| Preparer's signature: Bradley E. Crowder | Date: 09/11/2011 | Check if self-employed ☐ | Preparer's identifying number (See Signature on page 30 of the instructions): P00390346 |
| Firm's name (or yours if self-employed), address, and ZIP code: PRICEWATERHOUSECOOPERS LLP, 111 VIRGINIA STREET, SUITE 300, RICHMOND, VA 23219 | | | EIN ▶ 13-4008324; Phone no 804-697-1900 |



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# FORM 990-PF - PART IV
# CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|---|---|---|---|---|---|---|---|---|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| | | SEE ATTACHMENT B | | | | | VAR | VAR |
| 168,067. | | 185,538. | | | | | -17,471. | |
| | | SEE ATTACHMENT B | | | | | VAR | VAR |
| 1,464,289. | | 1,097,721. | | | | | 366,568. | |
| TOTAL GAIN (LOSS) | | | | | | | 349,097. | |

T/N: 54-6064982

**LUCK STONE FOUNDATION, INC. - FISCAL 2010 CONTRIBUTIONS**

| Recipient Name and Address | TIN | Amount | Reason for Contribution | Date of Distribution |
|---|---|---|---|---|
| Audubon Naturalist Society<br>Attn: Kathryn Mitchell<br>802 Children's Society<br>Leesburg, VA 20175 | 53-0233715 | 5,000.00 | Community Service | 04/30/10 |
| Capital Region Land Conservancy<br>Attn: Bill Greenleaf<br>P. O. Box 17306<br>Richmond, VA 23226 | 20-2797635 | 5,000.00 | Community Service | 09/2/10 |
| Chesapeake Bay Foundation<br>6 Herndon Avenue<br>Annapolis, MD 21403 | 52-6065757 | 5,000.00 | Community Service | 01/01/10 |
| David L. Brooks Hauling<br>17428 Center Drive<br>Suite B<br>Ruther Glen, VA 22546 | | 175.00 | Community | 12/08/09 |
| Elijah House Academy<br>6255 Warwick Road<br>Richmond, Virginia 23224 | 54-1522331 | 25,000.00 | Education | 10/26/10 |
| Elizabeth River Project<br>Attn: Marjorie Jackson<br>475 Water Street, Suite C103A<br>Portsmouth, VA 23704 | 54-1663058 | 12,500.00 | Community Service | 07/19/10 |

ATTACHMENT A

| | | | | |
|---|---|---|---|---|
| Friends of Chesterfield Riverfront<br>P.O. Box 2158<br>Chesterfield, VA 23832 | 54-1853639 | 5,000.00 | Community Service | 04/30/10 |
| Goochland Rotary Foundation, Inc.<br>Attn: Gerald Hagen<br>P. O. Box 281<br>Manakin-Sabot, VA 23103 | 20-0357821 | 5,000.00 | Community Service | 10/26/10 |
| Goochland YMCA<br>1800 Dickinson Road<br>Richmond, VA 23220 | 54-0505986 | 10,000.00 | Community Service | 10/26/10 |
| Greater Richmond Chamber Foundation<br>P.O. Box 1598<br>Richmond, VA 23218 | 51-0252958 | 5,000.00 | Community | 8/16/10 |
| Junior Achievement of Central VA<br>4600 Cox Road, Suite 107<br>Glen Allen, VA 23060 | 54-0803325 | 1,500.00 | Education | 10/26/10 |
| Newton Marasco Foundation<br>Attn: Amy Marasco Newton<br>1760 Old Meadow Road<br>McLean, VA 22102 | 20-1670424 | 10,000.00 | Community Service | 02/18/10 |
| Orchard House School<br>500 North Allen Avenue<br>Richmond, VA 23220 | 54-1902937 | 500.00 | Education | 03/04/10 |

| | | | | |
|---|---|---|---|---|
| Richmond Ballet<br>Attn: Mrs. Herbert Claiborne<br>407 East Canal Street<br>Richmond, VA 23219 | | 250.00 | Community Service | 10/26/10 |
| Richmond Symphony<br>300 West Franklin Street<br>Richmond, VA 23220-4962 | 54-1514987 | 250.00 | Community Service | 07/19/10 |
| St. Christopher's School - #7<br>711 St. Christopher's Road<br>Richmond, VA 23226 | 54-0505886 | 50,000.00 | Education | 05/15/10 |
| Tredegar National Civil War Foundation<br>490 Tredegar Street<br>Richmond, VA 23219 | 54-1999350 | 6,000.00 | Education | 02/03/10 |
| Valentine Richmond History Center<br>1015 East Clay Street<br>Richmond, VA 23219 | | 1,000.00 | Community Service | 09/14/10 |
| VCU Massey Cancer Center<br>P.O. Box 843042<br>Richmond, VA 23284 | 54-6001758 | 2,500.00 | Health | 03/25/10 |
| Virginia College Fund<br>Attn: William Pearson<br>602-A West Broad Street<br>Suite 201<br>Richmond, VA 23230 | 54-0796066 | 500.00 | Education | 10/26/10 |

| | | | | |
|---|---|---|---|---|
| Virginia Historical Society<br>Attn : Catherine Boe<br>P. O. Box 7311<br>Richmond, VA 23221-0311 | 54-0419452 | 3,000.00 | Education | 10/27/09 |
| Virginia Foundation for Independent College<br>8010 Ridge Road<br>Richmond, VA 23229 | 54-0554396 | 15,000.00 | Education | 02/24/10 |
| Visual Arts Center of Richmond<br>1812 West Main Street<br>Richmond, VA 23220 | 54-0721433 | 100,000.00 | Community Service | 12/28/09 |
| YMCA of Greater Richmond<br>6 N 5th Street<br>Richmond, VA 23219 | 54-0505986 | 1,500.00 | Community | 04/02/10 |
| **TOTAL FISCAL 2008 FOUNDATION CONTRIBUTIONS** | | **$269,675.00** | | |

**Luck Stone Foundation**
**EIN: 54-6064982**
**Capital Gain/ (Loss) Detail**

## Long Term

| Description | Date Acquired | Sale Date | Quantity | Sale Proceeds | Cost | Total Gains |
|---|---|---|---|---|---|---|
| British American TOB PLC Sponsored ADR | 11/28/2005 | 1/28/2010 | 2,500 0 | 165,314 | 110,235 | 55,079 |
| Burlington Northern Santa Fe CP Com | 10/15/2008 | 2/16/2010 | 2,015 0 | 201,500 | 157,794 | 43,706 |
| Burlington Northern Santa Fe CP Com | 10/20/2008 | 2/16/2010 | 2,000 0 | 200,000 | 165,452 | 34,548 |
| British American TOB PLC Sponsored ADR | 11/28/2005 | 3/24/2010 | 2,700 0 | 181,123 | 119,054 | 62,069 |
| Albemarle Corp Com | 1/9/2002 | 4/16/2010 | 766 0 | 33,662 | 17,317 | 16,345 |
| NewMarket Corp Com | 10/15/2008 | 4/16/2010 | 825 0 | 91,182 | 60,905 | 30,278 |
| NewMarket Corp Com | 10/15/2008 | 4/19/2010 | 665 0 | 72,529 | 26,927 | 45,602 |
| Albemarle Corp Com | 1/9/2002 | 4/19/2010 | 234 0 | 10,148 | 2,838 | 7,309 |
| Albemarle Corp Com | 12/31/2002 | 4/19/2010 | 419 0 | 18,170 | 6,019 | 12,151 |
| Frontier Communications Corp Com | 11/13/2007 | 7/21/2010 | 0 5 | 3 | 5 | (2) |
| Brown Forman Corp CL N | 4/21/2009 | 7/30/2010 | 1,440 0 | 90,330 | 62,538 | 27,792 |
| Markel Corp Com | 3/29/2000 | 7/30/2010 | 150 0 | 50,245 | 20,210 | 30,035 |
| Frontier Communications Corp Com | 11/13/2007 | 8/5/2010 | 695 6 | 5,215 | 7,900 | (2,685) |
| Frontier Communications Corp Com | 7/22/2009 | 8/5/2010 | 590 3 | 4,425 | 4,693 | (268) |
| Markel Corp Com | 3/29/2000 | 9/30/2010 | 266 0 | 92,705 | 35,838 | 56,867 |
| Vulcan Materials Co Com | 7/16/2008 | 9/30/2010 | 2,500 0 | 92,181 | 142,041 | (49,860) |
| Select Sector SPDR FD Materials | 10/1/2009 | 10/1/2010 | 88 0 | 2,913 | 2,660 | 253 |
| Financial Select ETF Sector SPDR | 4/1/2008 | 4/1/2010 | 71 0 | 1,140 | 1,863 | (722) |
| Financial Select ETF Sector SPDR | 1/5/2009 | 4/1/2010 | 105 0 | 1,686 | 1,323 | 364 |
| Financial Select ETF Sector SPDR | 1/5/2009 | 7/1/2010 | 122 0 | 1,658 | 1,537 | 121 |
| Industrial Select ETF Sector SPDR | 7/1/2005 | 7/1/2010 | 18 0 | 490 | 531 | (40) |
| Industrial Select ETF Sector SPDR | 7/1/2008 | 7/1/2010 | 175 0 | 4,765 | 5,906 | (1,142) |
| Ishares S&P Midcap 400 Value Index Fund | 7/1/2005 | 1/4/2010 | 21 0 | 1,405 | 1,407 | (2) |
| Ishares S&P Midcap 400 Value Index Fund | 10/1/2008 | 1/4/2010 | 121 0 | 8,094 | 8,184 | (90) |
| Ishares S&P Midcap 400 Value Index Fund | 10/1/2008 | 10/1/2010 | 86 0 | 6,124 | 5,817 | 307 |
| ISHARES S&P MIDCAP 400 GROWTH INDEX FUND | 10/1/2008 | 1/4/2010 | 127 0 | 10,016 | 9,403 | 612 |
| ISHARES S&P MIDCAP 400 GROWTH INDEX FUND | 10/1/2008 | 7/1/2010 | 12 0 | 921 | 889 | 32 |
| ISHARES S&P MIDCAP 400 GROWTH INDEX FUND | 10/1/2008 | 10/1/2010 | 100 0 | 8,803 | 7,404 | 1,399 |
| ISHARES S&P SMALLCAP 600 GROWTH INDEX FUND | 10/1/2008 | 1/4/2010 | 177 0 | 10,304 | 10,642 | (338) |
| ISHARES S&P SMALLCAP 600 GROWTH INDEX FUND | 10/1/2008 | 7/1/2010 | 50 0 | 2,808 | 3,006 | (198) |
| ISHARES S&P SMALLCAP 600 VALUE INDEX FUND | 10/1/2008 | 1/4/2010 | 151 0 | 8,987 | 9,722 | (735) |
| ISHARES TR S&P 500 INDEX FD | 7/1/2008 | 7/1/2010 | 96 0 | 9,861 | 12,252 | (2,392) |
| ISHARES TR S&P 500 INDEX FD | 7/1/2008 | 10/1/2010 | 322 0 | 36,998 | 41,097 | (4,099) |
| ISHARES TR S&P 500 INDEX FD | 1/5/2009 | 10/1/2010 | 155 0 | 17,810 | 14,409 | 3,401 |
| ISHARES TR-DOW JONES US TELECOM SECTOR INDEX FD | 7/1/2008 | 7/1/2010 | 75 0 | 1,391 | 1,784 | (393) |
| SECTOR SPDR TR TECHNOLOGY SELECT SECTOR | 7/1/2005 | 7/1/2010 | 61 0 | 1,238 | 1,220 | 18 |
| SELECT SECTOR SPDR FD HEALTH CARE | 10/1/2007 | 7/1/2010 | 90 0 | 2,501 | 3,204 | (704) |
| SELECT SECTOR SPDR FD HEALTH CARE | 4/3/2009 | 7/1/2010 | 3 0 | 83 | 72 | 12 |
| SELECT SECTOR SPDR FD CONSUMER DISCRETIONARY | 10/1/2007 | 7/1/2010 | 24 0 | 700 | 890 | (190) |
| SELECT SECTOR SPDR FD CONSUMER DISCRETIONARY | 7/1/2008 | 7/1/2010 | 73 0 | 2,129 | 2,049 | 80 |
| VANGUARD EUROPE ETF PACIFIC | 4/3/2009 | 7/1/2010 | 433 0 | 12,731 | 10,683 | 2,048 |
| | | | **Long Term TOTAL** | **1,464,289** | **1,097,720** | **366,568** |

## Short Term

| | | | | | | |
|---|---|---|---|---|---|---|
| Frontier Communications Corp Com | 2/18/2010 | 8/5/2010 | 599 1 | 4,491 | 4,584 | (93) |
| Frontier Communications Corp Com | 2/18/2010 | 8/23/2010 | 1 0 | 8 | 8 | 0 |
| Vulcan Materials Co Com | 7/30/2010 | 9/30/3010 | 1,632 0 | 60,176 | 94,676 | (34,500) |
| Ishares TR S&P 500 Index Fund | 1/4/2010 | 10/1/2010 | 179 0 | 20,567 | 20,290 | 278 |
| Vanguard Emerging Markets ETF | 7/1/2010 | 10/1/2010 | 162 0 | 6,840 | 4,182 | 2,659 |
| Vanguard Emerging Markets ETF | 7/1/2009 | 1/4/2010 | 169 0 | 7,136 | 5,510 | 1,626 |
| Vanguard Europe ETF Pacific | 4/3/2009 | 4/1/2010 | 885 0 | 30,993 | 21,835 | 9,158 |
| Vanguard Europe ETF Pacific | 10/1/2009 | 7/1/2010 | 130 0 | 3,822 | 4,375 | (553) |
| Vanguard REIT ETF | 7/1/2010 | 10/1/2010 | 652 0 | 34,033 | 30,079 | 3,954 |
| | | | **Shor Term** | **168,067** | **185,538** | **(17,471)** |

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| INTEREST ON CHECKING ACCOUNT | 62. | 62. |
| ACCRUED INTEREST ON INVESTMENTS | 2,874. | 2,874. |
| TOTAL | 2,936. | 2,936. |

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION | | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|---|
| DIVIDENDS | | 250,362. | 250,362. |
| | TOTAL | 250,362. | 250,362. |

FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| MISC. INVESTMENT INCOME | 1,573. | 1,573. |
| TOTALS | 1,573. | 1,573. |

FORM 990PF, PART I - LEGAL FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---|---|---|---|---|
| LEGAL FEES | 2,208. | 2,208. | | |
| TOTALS | 2,208. | 2,208. | 0. | 0. |

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| DESCRIPTION | | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|---|
| MANAGEMENT FEES | | 80,788. | 80,788. |
| | TOTALS | 80,788. | 80,788. |

LUCK COMPANIES FOUNDATION, INC. 54-6064982

ATTACHMENT 6

FORM 990PF, PART I - TAXES

| DESCRIPTION | | REVENUE AND EXPENSES PER BOOKS |
|---|---|---|
| ESTIMATED TAXES | | 9,107. |
| | TOTALS | 9,107. |

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|---|
| BANK FEES | | 105. | 105. |
| | TOTALS | 105. | 105. |

LUCK COMPANIES FOUNDATION, INC. 54-6064982

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 8

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|
| INVESTMENTS IN CORP. STOCKS | 8,200,669. | 10,469,841. |
| TOTALS | 8,200,669. | 10,469,841. |

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS | EXPENSE ACCT AND OTHER ALLOWANCES |
|---|---|---|---|---|
| C.S. LUCK III<br>P.O. BOX 29682<br>RICHMOND, VA 23229 | CHAIRMAN OF THE BOARD | 0. | 0. | 0. |
| CHARLES S. LUCK, IV<br>P.O. BOX 29682<br>RICHMOND, VA 23229 | VICE PRESIDENT | 0. | 0. | 0. |
| WANDA S. ORTWINE<br>P.O. BOX 29682<br>RICHMOND, VA 23229 | TREASURER | 0. | 0. | 0. |
| LINDA TISSIERE<br>P.O. BOX 29682<br>RICHMOND, VA 23229 | SECRETARY | 0. | 0. | 0. |
| | GRAND TOTALS | 0. | 0. | 0. |

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

# Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust: LUCK COMPANIES FOUNDATION, INC.

Employer identification number: 54-6064982

**Note:** *Form 5227 filers need to complete only Parts I and II*

## Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

| (a) Description of property (Example 100 shares 7% preferred of "Z" Co) | (b) Date acquired (mo, day, yr) | (c) Date sold (mo, day, yr) | (d) Sales price | (e) Cost or other basis (see page 4 of the instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|---|---|---|---|---|---|
| 1a | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

| | | | |
|---|---|---|---|
| b | Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b | 1b | -17,471. |
| 2 | Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 | 2 | |
| 3 | Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 3 | |
| 4 | Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet | 4 | ( ) |
| 5 | **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶ | 5 | -17,471. |

## Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

| (a) Description of property (Example 100 shares 7% preferred of "Z" Co) | (b) Date acquired (mo, day, yr) | (c) Date sold (mo, day, yr) | (d) Sales price | (e) Cost or other basis (see page 4 of the instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|---|---|---|---|---|---|
| 6a | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

| | | | |
|---|---|---|---|
| b | Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b | 6b | 366,568. |
| 7 | Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 | 7 | |
| 8 | Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 8 | |
| 9 | Capital gain distributions | 9 | |
| 10 | Gain from Form 4797, Part I | 10 | |
| 11 | Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet | 11 | ( ) |
| 12 | **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶ | 12 | 366,568. |

**Part III** **Summary of Parts I and II**
**Caution:** *Read the instructions* ***before*** *completing this part*

| | | | (1) Beneficiaries' (see page 5) | (2) Estate's or trust's | (3) Total |
|---|---|---|---|---|---|
| 13 | **Net short-term gain or (loss)** | 13 | | | -17,471. |
| 14 | **Net long-term gain or (loss):** | | | | |
| a | Total for year | 14a | | | 366,568. |
| b | Unrecaptured section 1250 gain (see line 18 of the wrksht ) | 14b | | | |
| c | 28% rate gain | 14c | | | |
| 15 | **Total net gain or (loss).** Combine lines 13 and 14a ▶ | 15 | | | 349,097. |

**Note:** *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet****, if necessary*

**Part IV** **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust) , the **smaller** of
a The loss on line 15, column (3) **or** **b** $3,000 . . . 16 ( )

**Note:** *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover*

**Part V** **Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

**Caution:** *Skip this part and complete the worksheet on page 8 of the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

**Form 990-T trusts.** Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 17 | Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) | | | 17 | | | |
| 18 | Enter the **smaller** of line 14a or 15 in column (2) but not less than zero | 18 | | | | | |
| 19 | Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) | 19 | | | | | |
| 20 | Add lines 18 and 19 | 20 | | | | | |
| 21 | If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶ | 21 | | | | | |
| 22 | Subtract line 21 from line 20 If zero or less, enter -0- | | | 22 | | | |
| 23 | Subtract line 22 from line 17 If zero or less, enter -0- | | | 23 | | | |
| 24 | Enter the **smaller** of the amount on line 17 or $2,300 | | | 24 | | | |
| 25 | Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23 | | | 25 | | | |
| 26 | Subtract line 25 from line 24 | | | 26 | | | |
| 27 | Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22 | | | 27 | | | |
| 28 | Enter the amount from line 26 (If line 26 is blank, enter -0-) | | | 28 | | | |
| 29 | Subtract line 28 from line 27 | | | 29 | | | |
| 30 | Multiply line 29 by 15% ( 15) | | | | | 30 | |
| 31 | Figure the tax on the amount on line 23 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | | | | | 31 | |
| 32 | Add lines 30 and 31 | | | | | 32 | |
| 33 | Figure the tax on the amount on line 17 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | | | | | 33 | |
| 34 | **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) | | | | | 34 | |

**SCHEDULE D-1 (Form 1041)**

Department of the Treasury
Internal Revenue Service

# Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: LUCK COMPANIES FOUNDATION, INC.

Employer identification number: 54-6064982

**Part I** **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

| (a) Description of property (Example 100 sh 7% preferred of "Z" Co ) | (b) Date acquired (mo , day, yr ) | (c) Date sold (mo , day, yr ) | (d) Sales price (see page 4 of the instructions) | (e) Cost or other basis (see page 4 of the instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|---|---|---|---|---|---|
| **1a** SEE ATTACHMENT B | | | 168,067. | 185,538. | -17,471. |

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . . . . . . . . . . . . . . . -17,471.

**For Paperwork Reduction Act Notice, see the Instructions for Form 1041.** **Schedule D-1 (Form 1041) 2009**

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| Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | Employer identification number |
|---|---|
| | |

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

| (a) Description of property (Example 100 sh 7% preferred of "Z" Co ) | (b) Date acquired (mo , day, yr ) | (c) Date sold (mo , day, yr ) | (d) Sales price (see page 4 of the instructions) | (e) Cost or other basis (see page 4 of the instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|---|---|---|---|---|---|
| 6a SEE ATTACHMENT B | | | 1,464,289. | 1,097,721. | 366,568. |

**6b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . . . . . . . . . . . . . . . 366,568.

*APPENDIX 1*

# AMENDED AND RESTATED ARTICLES OF INCORPORATION

**of**

**LUCK COMPANIES FOUNDATION**

ARTICLE I

NAME

The name of the corporation is Luck Companies Foundation

ARTICLE II

PURPOSES

Section 1. Purposes. The purposes for which the corporation was formed and shall be operated are to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

Section 2. No Private Inurement. No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to, any director or officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes and benefits may be conferred that are in conformity with said purposes), and no director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. Prohibited Activities. Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization described in Section 501(c)(3) of the Code and exempt from federal taxation under Section 501(a) of the Code or by an organization contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) or (3) and 2522(a)(2) or (3) of the Code.

Section 4. Dissolution. Upon dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, distribute all of the remaining assets of the corporation exclusively for the purposes of the corporation in such manner as the board of directors may determine or to an organization or organizations organized and operated exclusively for charitable, religious, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Code and exempt from federal taxation under Section 501(a) of the Code as the board of directors shall determine. Any such assets not so disposed of shall be distributed pursuant to the order of any court of record with general equity jurisdiction in the city or county of the Commonwealth of Virginia where the registered office of the corporation is then located to such organization or organizations which are organized or operated exclusively for such charitable or educational purposes and exempt from federal taxation under Section 501(a) of the Code as that court shall determine.

## ARTICLE III

## MEMBERS

The corporation shall have no members.

## ARTICLE IV

## DIRECTORS

Section 1. Number. The board of directors shall consist of a minimum of three and a maximum of seven individuals. The number of directors may be fixed or changed from time to time, within the minimum and the maximum, by the board of directors.

Section 2. Qualifications. Qualifications of directors may be set forth in the bylaws.

Section 3. Election. Directors, other than directors elected to fill vacancies in the board of directors, shall be elected at annual meetings of the directors held in even numbered years by the affirmative vote of a majority of the directors.

Section 4. Term. Directors shall hold office until the second annual meeting of the directors following their election or until their respective successors are elected and qualify.

Section 5. Annual Meeting. An annual meeting of the directors shall be held on a date stated in or fixed in accordance with the bylaws for the purposes of electing directors (if the same are then to be elected), electing officers and transacting such other business as may properly come before the meeting.

Section 6. Resignation. Directors may resign at any time by written notice delivered to the board of directors, the President or the Secretary. Notice of resignation shall be effective when delivered unless the notice specifies a later effective date.

Section 7. Disqualification. A director who fails to meet or satisfy any qualification for directors shall be disqualified.

Section 8. Removal. A director may be removed, with or without cause, at any meeting of the directors by the affirmative vote of a majority of the directors.

Section 9. Vacancy. A vacancy in the board of directors resulting from the resignation, disqualification, removal or death of a director may be filled at any meeting of the directors by the affirmative vote of a majority of the directors.

## ARTICLE V

## INDEMNIFICATION AND ELIMINATION OR LIMITATION OF LIABILITY

Section 1. Indemnification of Directors and Officers. Except as provided in Section 2 of this Article, the corporation shall indemnify every individual made a party to a proceeding because he is or was a director or officer against liability incurred in the proceeding if: (i) he conducted himself in good faith; and (ii) he believed, in the case of conduct in his official capacity with the corporation, that his conduct was in its best interests, and, in all other cases, that his conduct was at least not opposed to its best interests; and (iii) he had no reasonable cause to believe, in the case of any criminal proceeding, that his conduct was unlawful.

Section 2. Indemnification Not Permitted. The corporation shall not indemnify any individual against his willful misconduct or a knowing violation of the criminal law or against any liability incurred by him in any proceeding charging improper personal benefit to him, whether or not by or in the right of the corporation or involving action in his official capacity, in which he was adjudged liable by a court of competent jurisdiction on the basis that personal benefit was improperly received by him.

Section 3. Effect of Judgment or Conviction. The termination of a proceeding by judgment, order, settlement or conviction is not, of itself, determinative that an individual did not meet the standard of conduct set forth in Section 1 of this Article or that the conduct of such individual constituted willful misconduct or a knowing violation of the criminal law.

Section 4. Determination and Authorization. Unless ordered by a court of competent jurisdiction, any indemnification under Section 1 of this Article shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the individual is permissible in the circumstances because: (i) he met the standard of conduct set forth in Section 1 of this Article and, with respect to a proceeding by or in the right of the corporation in which such individual was adjudged liable to the corporation, he is fairly and reasonably entitled to indemnification in view of all of the relevant circumstances even though he was adjudged liable; and (ii) the conduct of such individual did not constitute willful misconduct or a knowing violation of the criminal law.

Such determination shall be made: (i) by the board of directors by a majority vote of a quorum consisting of directors not at the time parties to the proceeding; or (ii) if such a quorum cannot be obtained, by a majority vote of a committee duly designated by the board of directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; or (iii) by special legal counsel selected by the board of directors or its committee in the manner heretofore provided or, if such a quorum of the board of directors cannot be obtained and such a committee cannot be designated, selected by a majority vote of the board of directors (in which selection directors who are parties may participate). Authorization of indemnification, evaluation as to reasonableness of expenses and determination and authorization of advancements for expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those selecting such counsel.

Section 5. Advance for Expenses. The corporation shall pay for or reimburse the reasonable expenses incurred by any individual who is a party to a proceeding in advance of final disposition of the proceeding if: (i) he furnishes the corporation a written statement of his good faith belief that he has met the standard of conduct described in Section 1 of this Article and a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that indemnification of such individual in the specific case is not permissible; and (ii) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article. An undertaking furnished to the corporation in accordance with the provisions of this Section shall be an unlimited general obligation of the individual furnishing the same but need not be secured and may be accepted by the corporation without reference to financial ability to make repayment.

Section 6. Indemnification of Employees and Agents. The corporation may, but shall not be required to, indemnify and advance expenses to employees and agents of the corporation to the same extent as provided in this Article with respect to directors and officers.

Section 7. Elimination or Limitation of Liability of Directors and Officers. Except as provided in Section 8 of this Article, in any proceeding brought by or in the right of the corporation, the damages assessed against a director or officer arising out of a single transaction, occurrence or course of conduct shall be limited as follows:

(i) A director or officer who does not receive compensation for his services as such shall have no liability for damages if, at the time of the transaction, occurrence or course of conduct giving rise to the proceeding, the corporation was exempt from federal taxation under Section 501(a) of the Code.

(ii) The liability of a director or officer who does not receive compensation from the corporation for his services as such shall not exceed the amount of $100.00 if, at the time of the transaction, occurrence or course of conduct giving rise to the proceeding, the corporation was not exempt from federal taxation under Section 501(a) of the Code.

(iii) The liability of a director or officer who receives compensation from the corporation for his services as such shall not exceed the amount of $100.00.

Section 8. Liability of Directors and Officers Not Eliminated or Limited. The liability of a director or officer shall not be eliminated or limited in accordance with the provisions of Section 7 of this Article if the director or officer engaged in willful misconduct or a knowing violation of the criminal law.

Section 9. Provisions Not Exclusive. As authorized by the Virginia Nonstock Corporation Act, the provisions of this Article are in addition to and not in limitation of the specific powers of a corporation to indemnify directors and officers set forth therein. If any provision of this Article shall be adjudicated invalid or unenforceable by a court of competent jurisdiction, such adjudication shall not be deemed to invalidate or otherwise affect any other provision hereof or any power of indemnity which the corporation may have under the Virginia Nonstock Corporation Act or other laws of the Commonwealth of Virginia.

Section 10. Definitions. In this Article:

"Corporation" means the corporation and any domestic or foreign predecessor entity of the corporation in a merger or other transaction in which the predecessor's existence ceased upon the consummation of the transaction.

"Director" and "officer" mean an individual who is or was a director or officer of the corporation, as the case may be, or who, while a director or officer of the corporation is or was serving at the corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. A director or officer shall be considered to be serving an employee benefit plan at the corporation's request if his duties to the corporation also impose duties on, or otherwise involve services by, him to the plan or to participants in or beneficiaries of the plan.

"Expenses" includes but is not limited to counsel fees.

"Individual" includes, unless the context requires otherwise, the estate, heirs, executors, personal representatives and administrators of an individual.

"Liability" means the obligation to pay a judgment, settlement, penalty, fine, including any excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

"Official capacity" means: (i) when used with respect to a director, the office of director in the corporation; (ii) when used with respect to an officer, the office in the corporation held by him; or (iii) when used with respect to an employee or agent, the employment or agency relationship undertaken by him on behalf of the corporation. "Official capacity" does not include service for any foreign or domestic corporation or other partnership, joint venture, trust, employee benefit plan or other enterprise.

"Party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

"Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal and whether or not by or in the right of the corporation.

*APPENDIX 2*

# BYLAWS

# of

# LUCK COMPANIES FOUNDATION

1986000v2

## TABLE OF CONTENTS

ARTICLE I

DIRECTORS

Section 1. General Authority. All corporate powers of the corporation shall be exercised by or under the authority of, and the property, business and affairs of the corporation managed under the direction of, the directors.

Section 2. Annual Meetings. An annual meeting of the directors shall be held on the last Thursday in October of each year (and if such day is a legal holiday, on the next business day) for the purposes of electing directors (if the same are then to be elected), electing officers and transacting such other business as may properly come before the meeting.

Section 3. Regular Meetings. Regular meetings of the directors may be held at such times as the board of directors may designate from time to time.

Section 4. Special Meetings. Special meetings of the directors may be held at any time at the call of the President or any two of the directors.

Section 5. Place of Meetings. Meetings of the directors shall be held at such place, within or without the Commonwealth of Virginia, as the board of directors may designate from time to time.

Section 6. Notice of Meetings. Notice of the date, time and place of each meeting of the directors and, in the case of an annual meeting or a special meeting, the purpose or purposes of the meeting, shall be given to each director not less than two days prior to the date of the meeting. Notice to a director shall be in writing and shall be deemed given and received when personally delivered or mailed by first class mail to the director at the director's address as reflected in the records of the corporation or, if the director has consented to receive notice of meetings of the directors by electronic transmission, when transmitted to an information processing system that the director has designated or uses for the purposes of receiving such electronic transmissions and from which he is able to retrieve the electronic transmission.

A director's attendance at or participation in a meeting waives any required notice to him of the meeting unless he at the beginning of the meeting or promptly upon his arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to the action taken at the meeting.

Section 7. Waiver of Notice. Notice of any meeting of the directors may be waived before or after the date and time of the meeting in a writing signed by the director entitled to notice and delivered to the Secretary for inclusion in the minutes of the meeting or filing with the corporate records.

Section 8. Action Without Meeting. Any action required or permitted by law to be taken at a meeting of the directors may be taken without a meeting if the action is taken by all of the directors. The action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken.

Section 9. Conduct of Meetings. The President, or in his absence, a Vice President, if any, shall act as chairman of and preside over meetings of the directors. If no such officer is present, the directors present at the meeting shall elect a chairman. The Secretary, or in his absence an Assistant Secretary, if any, shall act as secretary of such meetings. If no such officer is present, the chairman shall appoint a secretary of the meeting.

Section 10. Procedure at Meetings. The procedure at meetings of the directors shall be determined by the chairman, and the vote on all matters before any meeting shall be taken in such manner as the chairman may prescribe.

Section 11. Participation by Remote Communication. The board of directors may permit any or all directors to participate in a meeting of the directors by, or conduct the meeting through the use of, conference telephone or any other means of remote communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by such means shall be deemed to be present in person at the meeting. When a meeting is so conducted, a written record shall be made of the action taken at such meeting.

Section 12. Director Proxies. A director may appoint another director as his proxy to vote or otherwise act for him by signing and dating an appointment form or by electronic transmission. An appointment of a proxy shall be valid for 30 days, unless a longer period is provided therein. A copy or other written evidence of appointment of a proxy shall be delivered to the Secretary and filed with the minutes of the meeting or other records of the corporation. Every appointment of a proxy shall be revocable. Revocation of an appointment of a proxy shall not affect any vote or action by the proxy prior to revocation of the appointment. The provisions of this section constitute a Directors Agreement authorized by Virginia Code Section 13.1-852.1.

Section 13. Quorum. A quorum at any meeting of the directors shall be the presence in person or by proxy of a majority of the number of directors in office immediately before the meeting begins. Except as otherwise provided by law, the articles of incorporation or these bylaws, the affirmative vote of the majority of the directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the board of directors.

Section 14. Committees. The board of directors may create such committees of the board of directors as the board of directors may deem necessary or advisable from time to time. Each such committee shall have and may exercise such authority as may be specified by the board of directors except to the extent prohibited or restricted by law, the articles of incorporation or these bylaws. Each such committee shall be composed of the President and such other directors as may be appointed by the board of directors.

The provisions of Sections 6 through 13 of this Article, which provide for, among other things, meetings, action without meetings, notice and waiver of notice, quorum and voting requirements of the board of directors, shall apply to committees and their members as well.

Section 15. Conflicts of Interest. No transaction with the corporation in which a director has a direct or indirect personal interest shall be void or voidable solely because of the director's interest in the transaction if (i) the material facts of the transaction and the director's interest are disclosed or known to the board of directors or a committee of the board of directors, and the transaction is authorized, approved or ratified by the affirmative vote of a majority of the directors on the board of directors, or on the committee, who have no direct or indirect personal interest in the transaction, and (ii) the transaction is fair to the corporation.

Section 16. Compensation and Expenses. No director shall be compensated directly or indirectly for services rendered by him as such. A director may be reimbursed for expenses reasonably and necessarily incurred by him for and on behalf of the corporation in such amounts and in such manner as may be authorized or approved by the board of directors or a committee of the board of directors specifically authorized to do so.

Section 17. Advisory Boards. The board of directors may create or may recognize such advisory boards, committees or groups as it may deem necessary or appropriate. The purpose of any such board, committee or group shall be to advise any or all of the board of directors, any committee of the board of directors and the officers of the corporation upon or with respect to such matters as the board of directors may deem desirable. Any advice, recommendation or position given, made or taken by any such advisory board, committee or group on or with respect to any matter shall be given such consideration as the person or persons receiving the same may deem appropriate but shall not be binding upon such person or persons. Each such board committee or group shall be composed of such individuals, including, without limitation, directors, as may be appointed by the board of directors.

Section 18. Terms of Members of Committees and Advisory Boards. The terms of members of committees of directors and of advisory boards, committees and groups shall expire at the first annual meeting of the directors following their appointment.

## ARTICLE II

## OFFICERS

Section 1. Generally. The officers of the corporation shall be a President, a Secretary and a Treasurer. Officers, other than those elected to fill vacancies, shall be elected by the board of directors at the annual meeting of the directors. Any vacancy in any such office shall be filled at the first meeting of the directors after the vacancy occurs. The board of directors or the President may also at any time elect or appoint one or more Vice Presidents and other officers and assistant officers and fill any vacancy in any such office. Any officer may hold more than one office. Each officer shall have the authority and perform the duties which pertain to the office held by him or are set forth in these bylaws and, to the extent consistent with these bylaws, such authority and duties as may be prescribed by the board of directors or the President.

Section 2. President. The President shall be the chief executive officer of the corporation and shall have general supervision over, responsibility for and control of the other officers, agents and employees of the corporation. The President shall act as chairman of and preside over meetings of the directors. The President shall be a director of the corporation and an ex officio member of each committee of the board of directors.

Section 3. Vice Presidents. During the absence, disqualification or inability to act of the President, the Vice Presidents, in the order designated by the board of directors from time to time (and if no such designation is made, in the order of their election or appointment as Vice Presidents), shall have the authority and perform the duties of the President. No Vice President need be a director of the corporation.

Section 4. Secretary. The Secretary shall prepare and have custody of minutes of meetings of the directors in a book or books kept for that purpose and have the responsibility for authenticating records of the corporation. The

Secretary shall maintain records of the directors of the corporation. The Secretary need not be a director of the corporation.

Section 5. Treasurer. The Treasurer shall be the chief financial officer of the corporation and shall have the custody of all moneys and securities of the corporation and shall deposit the same in the name and to the credit of the corporation in such depositories as may be designated by the board of directors. Unless otherwise prescribed by the board of directors or the President, the Treasurer shall maintain the books of account and financial records of the corporation. The Treasurer need not be a director of the corporation.

Section 6. Delegation of Power. In the event of and during the absence, disqualification or inability to act of any officer other than President, such other officers or employees as may be designated by the board of directors or by the President shall have the authority and perform the duties of such officer.

Section 7. Term. Officers shall hold office until the first annual meeting of the directors following their election or appointment or until their respective successors are elected or appointed.

Section 8. Resignation. An officer may resign at any time by delivering written notice to the board of directors, the President or the Secretary. A resignation shall be effective when delivered unless the notice specifies a later effective date.

Section 9. Removal. Any officer may be removed, with or without cause, at any time by the board of directors and any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.

Section 10. Executive Director. The board of directors may, but shall not be required to, authorize the corporation to employ an individual to serve as the Executive Director of the corporation. The Executive Director shall be an employee of the corporation and shall perform such duties and shall have such authority, as may be required of or conferred upon him by the board of directors or the President.

Section 11. Employees and Agents. The board of directors may, but shall not be required to, authorize the corporation to employ or engage such employees and agents as the board of directors deems necessary or desirable to further the purposes of the corporation.

Section 12. Compensation and Benefits. At the direction of the board of directors, reasonable compensation and reasonable benefits may be paid to or conferred upon employees and agents of the corporation who, in furtherance of the purposes of the corporation, provide services to or on its behalf.

Section 13. Execution of Instruments. Checks, drafts, notes and orders for the payment of money shall be signed by such officer or officers or such other individual or individuals as the board of directors may from time to time authorize, and any endorsement of such paper in the ordinary course of business shall be similarly made, except that any officer or assistant officer of the corporation may endorse checks, drafts or notes for collection or deposit to the credit of the corporation. The signature of any such officer or other individual may be a facsimile when authorized by the board of directors.

Section 14. Proxies. Unless otherwise prescribed by the board of directors, the Treasurer may from time to time, individually or by such proxy or proxies, attorney or attorneys, agent or agents of the corporation as he shall designate in the name and on behalf of the corporation, cast the votes to which the corporation may be entitled as a shareholder or otherwise in any other corporation, at meetings, or consent in writing to any action by any such other corporation; and he may instruct the individual or individuals so appointed as to the manner of casting such votes or giving such consent, and execute or cause to be executed on behalf of the corporation such written proxies, consents, waivers or other instruments as he may deem necessary or desirable.

## ARTICLE III

## SEAL

The seal of the corporation shall be a flat-face circular die, of which there may be any number of counterparts or facsimiles, in such form as the board of director shall from time to time adopt.

## ARTICLE IV

## AMENDMENTS

These bylaws may be amended, altered or repealed by the affirmative vote of a majority of the directors.

# ARTICLES OF RESTATEMENT
## of the
## ARTICLES OF INCORPORATION
## of
## LUCK STONE FOUNDATION, INC.

1. Name of Corporation. The name of the corporation immediately prior to the restatement is Luck Stone Foundation, Inc.
2. New Amendments. The restatement contains new amendments to the articles of incorporation.
3. Text of Restated Articles. Attached is the text of the amended and restated articles of incorporation.
4. Date of Adoption. The restatement was adopted on November 12, 2010.
5. Adoption by Sole Member. The restatement was adopted by written consent of the sole member.
6. Effective Time and Date. The effective time and date of the certificate of restatement issued by the Virginia State Corporation Commission, and the time and date at and on which the restatement shall be effective, shall be 12:01 a.m. on November 22, 2010.

Date: November 12, 2010

Luck Stone Foundation, Inc.

By: Charles S. Luck

Charles S. Luck, III
President

1985981v2

Form **8868** (Rev January 2011) Department of the Treasury Internal Revenue Service

# Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

***Do not complete Part II unless*** you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Electronic filing *(e-file)*** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

## Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

| **Type or print** | | |
|---|---|---|
| File by the due date for filing your return See instructions | Name of exempt organization: LUCK STONE FOUNDATION, INC. | **Employer identification number**: 54-6064982 |
| | Number, street, and room or suite no If a P O box, see instructions: P.O. BOX 29682 | |
| | City, town or post office, state, and ZIP code For a foreign address, see instructions: RICHMOND, VA 23229 | |

Enter the Return code for the return that this application is for (file a separate application for each return) 04

| Application Is For | Return Code | Application Is For | Return Code |
|---|---|---|---|
| Form 990 | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 990-EZ | 03 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

- The books are in the care of ▶ C.S. LUCK III

Telephone No ▶ 804 784-3335 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 06/15 , 20 11 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [ ] calendar year 20 ____ or

▶ [X] tax year beginning 11/01 , 20 09 , and ending 10/31 , 20 10

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

| | | | |
|---|---|---|---|
| **3a** | If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions | **3a** | $ 0. |
| **b** | If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit | **3b** | $ 6,000. |
| **c** | **Balance Due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions | **3c** | $ 0. |

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

## Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

**Type or print**

File by the extended due date for filing your return See instructions

| Name of exempt organization | Employer identification number |
|---|---|
| LUCK STONE FOUNDATION, INC. | 54-6064982 |
| Number, street, and room or suite no If a P O box, see instructions | |
| P.O. BOX 29682 | |
| City, town or post office, state, and ZIP code For a foreign address, see instructions | |
| RICHMOND, VA 23229 | |

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

| Application Is For | Return Code | Application Is For | Return Code |
|---|---|---|---|
| Form 990 | 01 | | |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 990-EZ | 03 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of ▶ C.S. LUCK III
  Telephone No ▶ 804 784-3335 FAX No ▶ 804 476-6463
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 09/15, 20 11

5 For calendar year ______, or other tax year beginning 11/01, 20 09, and ending 10/31, 20 10

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS REQURED IN ORDER TO GATHER THE INCFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

| | | | |
|---|---|---|---|
| 8a | If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions | 8a | $ 0. |
| b | If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 | 8b | $ 6,000. |
| c | **Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions | 8c | $ |

## Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Jaclyn R Lucas Title ▶ Tax Preparer Date ▶ 06/20/2011

PRICEWATERHOUSECOOPERS LLP
111 VIRGINIA STREET, SUITE 300
RICHMOND, VA 23219



JSA
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