Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

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 12/1/2009 **, and ending** 11/30/2010

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☒ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.		
Name of foundation: OLD DOMINION BOX CO FDN , INC		**A** Employer identification number: 54-6036792
Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank, N A 123 S Broad St MAC Y1379-062	Room/suite	**B** Telephone number (see page 10 of the instructions): (888) 730-4933
City or town, state, and ZIP code: Philadelphia PA 19109		**C** If exemption application is pending, check here ▶ ☐
		D 1. Foreign organizations, check here ▶ ☐

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

D 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 ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 436,264

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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	0	0		
4	Dividends and interest from securities	11,281	11,281		
5 a	Gross rents		0		
b	Net rental income or (loss) 0				
6 a	Net gain or (loss) from sale of assets not on line 10	9,798			
b	Gross sales price for all assets on line 6a 91,481				
7	Capital gain net income (from Part IV, line 2)		9,798		
8	Net short-term capital gain			0	
9	Income modifications				
10 a	Gross sales less returns and allowances 0				
b	Less Cost of goods sold 0				
c	Gross profit or (loss) (attach schedule)	0			
11	Other income (attach schedule)	0	0	0	
12	**Total.** Add lines 1 through 11	21,079	21,079	0	
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)	0	0	0	0
b	Accounting fees (attach schedule)	500	0	0	500
c	Other professional fees (attach schedule)	0	0	0	0
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	285	0	0	0
19	Depreciation (attach schedule) and depletion	0	0	0	
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	5,598	4,198	0	1,400
24	**Total operating and administrative expenses.** Add lines 13 through 23	6,383	4,198	0	1,900
25	Contributions, gifts, grants paid	13,775			13,775
26	**Total expenses and disbursements.** Add lines 24 and 25	20,158	4,198	0	15,675
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	921			
b	**Net investment income** (if negative, enter -0-)		16,881		
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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash—non-interest-bearing		0	
2 Savings and temporary cash investments	7,213	8,083	8,083
3 Accounts receivable ▶ 0			
Less allowance for doubtful accounts ▶ 0	0	0	0
4 Pledges receivable ▶ 0			
Less allowance for doubtful accounts ▶ 0	0	0	0
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
7 Other notes and loans receivable (attach schedule) ▶ 0			
Less allowance for doubtful accounts ▶ 0	0	0	0
8 Inventories for sale or use		0	
9 Prepaid expenses and deferred charges		0	
10 a Investments—U S and state government obligations (attach schedule)	0	0	0
b Investments—corporate stock (attach schedule)	0	0	0
c Investments—corporate bonds (attach schedule)	0	0	0
11 Investments—land, buildings, and equipment basis ▶ 0			
Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
12 Investments—mortgage loans			
13 Investments—other (attach schedule)	376,718	373,973	428,181
14 Land, buildings, and equipment basis ▶ 0			
Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
15 Other assets (describe ▶)	0	0	0
16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	383,931	382,056	436,264
Liabilities			
17 Accounts payable and accrued expenses		0	
18 Grants payable			
19 Deferred revenue		0	
20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
21 Mortgages and other notes payable (attach schedule)	0	0	
22 Other liabilities (describe ▶)	0	0	
23 **Total liabilities** (add lines 17 through 22)	0	0	
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	383,931	382,056	
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances** (see page 17 of the instructions)	383,931	382,056	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	383,931	382,056	

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	383,931
2 Enter amount from Part I, line 27a	2	921
3 Other increases not included in line 2 (itemize) ▶	3	0
4 Add lines 1, 2, and 3	4	384,852
5 Decreases not included in line 2 (itemize) ▶ COST BASIS ADJ	5	2,796
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	382,056

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	DODGE & COX STOCK FD		1/10/2003	2/3/2010
b	EVERGREEN STRATEGIC GROWTH FD CL I (FD #		1/10/2003	2/3/2010
c	PIMCO HIGH YIELD FD INSTL CL		9/6/2007	2/3/2010
d	WESTPORT FDS SELECT CAP FD CL I		8/12/2009	2/3/2010
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	44,055	0	42,318	1,737
b	34,551	0	27,332	7,219
c	3,257	0	3,473	-216
d	9,618	0	8,560	1,058
e	0	0	0	0

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	0	0	0	1,737
b	0	0	0	7,219
c	0	0	0	-216
d	0	0	0	1,058
e	0	0	0	0

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	9,798
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	0

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	25,246	368,181	0 068570
2007	21,000	474,391	0 044267
2006	25,000	539,170	0 046368
2005	19,750	507,801	0 038893
2004	21,767	495,524	0 043927

2	**Total** of line 1, column (d)	2	0 242025
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 048405
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	418,688
5	Multiply line 4 by line 3	5	20,267
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	169
7	Add lines 5 and 6 .	7	20,436
8	Enter qualifying distributions from Part XII, line 4	8	15,675

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)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	338
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	338
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	338
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 144		
b	Exempt foreign organizations—tax withheld at source — 6b:		
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	144
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	194
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 0 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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
4 a	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	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	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	
8 a	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)*

			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 ▶ Wells Fargo Bank, N A Trust Tax Dep Telephone no ▶ (888) 730-4933

Located at ▶ 123 S Broad St MAC Y1379-062 Philadelphia PA ZIP+4 ▶ 19109

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

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

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

			Yes	No
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		X
	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 ▶ 20_____ , 20_____ , 20_____ , 20_____			
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 ▶ 20_____ , 20_____ , 20_____ , 20_____			
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)*

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? N/A ☐ Yes ☐ No *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No				
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*	**6b**		X	
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No				
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**			

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
Wells Fargo Bank, N A 123 S Broad St Philadelphia PA 19109	TRUSTEE 4 00	5,598	0	0
	00	0	0	0
	00	0	0	0
	00	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
None				

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

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		0
		0
		0
		0
		0

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 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	0
Total. Add lines 1 through 3 ▶	0

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	406,056
b	Average of monthly cash balances	1b	19,008
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	425,064
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	425,064
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	6,376
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	418,688
6	**Minimum investment return.** Enter 5% of line 5	6	20,934

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	20,934
2a	Tax on investment income for 2009 from Part VI, line 5	2a	338		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	338
3	Distributable amount before adjustments Subtract line 2c from line 1			3	20,596
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	20,596
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	20,596

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	15,675
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	15,675
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	15,675

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					20,596
2	Undistributed income, if any, as of the end of 2009					
a	Enter amount for 2008 only				0	
b	Total for prior years 20____, 20____, 20__			0		
3	Excess distributions carryover, if any, to 2009					
a	From 2004	NONE				
b	From 2005	NONE				
c	From 2006	NONE				
d	From 2007	NONE				
e	From 2008	1,855				
f	**Total** of lines 3a through e		1,855			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 15,675					
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)			0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)		0			
d	Applied to 2009 distributable amount					15,675
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))*		1,855			1,855
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		0			
b	Prior years' undistributed income Subtract line 4b from line 2b			0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions			0		
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					3,066
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)		0			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		0			
10	Analysis of line 9					
a	Excess from 2005	0				
b	Excess from 2006	0				
c	Excess from 2007	0				
d	Excess from 2008	0				
e	Excess from 2009	0				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) N/A

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ [X] 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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			▶ **3a**	13,775
b *Approved for future payment* NONE				
Total			▶ **3b**	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	11,281	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	9,798	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		21,079	0

13 Total. Add line 12, columns (b), (d), and (e) 13 21,079

(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 28 of the instructions)
	Not Applicable

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	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
	0	Not Applicable	
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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

John N Sulentic | 2/16/2011 | VP AND TAX DIRECTOR

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

	Date	Check if self-employed	Preparer's identifying number (see Signature on page 30 of the instructions)
Preparer's signature	2/16/2011	☒	P00364310
Firm's name (or yours if self-employed), address, and ZIP code	PRICEWATERHOUSECOOPERS, LLP		EIN ▶ 13-4008324
	600 GRANT STREET, PITTSBURGH, PA 15219-2777		Phone no 412-355-6000

OLD DOMINION BOX CO FDN , INC 54-6036792 Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name: SEE ATTACHED STATEMENT — [ ] Person [X] Business
Street:
City: | State: | Zip code: | Foreign Country:
Relationship: NONE | Foundation Status: 501(c)(3) PUBLIC CHARITY
Purpose of grant/contribution: GENERAL SUPPORT GRANT | Amount: 13,775

Name: — [ ] Person [ ] Business
Street:
City: | State: | Zip code: | Foreign Country:
Relationship: | Foundation Status:
Purpose of grant/contribution: | Amount: 0

Name: — [ ] Person [ ] Business
Street:
City: | State: | Zip code: | Foreign Country:
Relationship: | Foundation Status:
Purpose of grant/contribution: | Amount: 0

Name: — [ ] Person [ ] Business
Street:
City: | State: | Zip code: | Foreign Country:
Relationship: | Foundation Status:
Purpose of grant/contribution: | Amount: 0

Name: — [ ] Person [ ] Business
Street:
City: | State: | Zip code: | Foreign Country:
Relationship: | Foundation Status:
Purpose of grant/contribution: | Amount: 0

Name: — [ ] Person [ ] Business
Street:
City: | State: | Zip code: | Foreign Country:
Relationship: | Foundation Status:
Purpose of grant/contribution: | Amount: 0

OLD DOMINION BOX COMPANY FOUNDATION, INC.
SUMMARY OF DISTRIBUTIONS FOR YEAR ENDING 11-30-2010

CHECK #	DATE	PAYEE	DESCRIPTION	AMOUNT
1323	6/4/2010	ROLLING THUNDER	CHARITABLE CONTRIBUTION	$100.00
1324	11/21/2010	THE GATEWAY	CHARITABLE CONTRIBUTION	$125.00
1325	11/21/2010	YWCA	CHARITABLE CONTRIBUTION	$250.00
1326	11/21/2010	INTERFAITH OUTREACH ASSOCIATION	CHARITABLE CONTRIBUTION	$1,000.00
1327	11/21/2010	CENTRA HEALTH FOUNDATION	CHARITABLE CONTRIBUTION	$250.00
1328	11/21/2010	CRISIS LINE OF LYNCHBURG	CHARITABLE CONTRIBUTION	$250.00
1329	11/21/2010	ADULT CARE CENTER	CHARITABLE CONTRIBUTION	$500.00
1330	11/21/2010	LYNCHBURG COVENANT FELLOWSHIP	CHARITABLE CONTRIBUTION	$1,000.00
1331	11/21/2010	LYNCHBURG COLLEGE	CHARITABLE CONTRIBUTION	$1,000.00
1332	11/21/2010	VA. CENTER FOR THE CREATIVE ARTS	CHARITABLE CONTRIBUTION	$1,000.00
1333	11/21/2010	MEALS ON WHEELS	CHARITABLE CONTRIBUTION	$300.00
1334	11/21/2010	COLONIAL WILLIAMSBURG FOUNDATION	CHARITABLE CONTRIBUTION	$250.00
1335	11/21/2010	ACADEMY OF FINE ARTS	PAYMENT 2 OF 2 ON 2009 PLEDGE	$5,000.00
1336	11/21/2010	W.E SKELTON 4H CENTER	CHARITABLE CONTRIBUTION	$250.00
1337	11/21/2010	500 YEAR FOREST FOUNDATION	CHARITABLE CONTRIBUTION	$50.00
1338	11/21/2010	LYNCHBURG MUSEUM FOUNDATION	CHARITABLE CONTRIBUTION	$250.00
1339	11/21/2010	CVCC FOUNDATION	CHARITABLE CONTRIBUTION	$250.00
1340	11/21/2010	THE NATIONAL D-DAY FOUNDATION	CHARITABLE CONTRIBUTION	$250.00
1341	11/21/2010	VA. COLLEGE FUND	CHARITABLE CONTRIBUTION	$200.00
1342	11/21/2010	SWEET BRIAR COLLEGE	CHARITABLE CONTRIBUTION	$1,000.00
1343	11/21/2010	POPLAR FOREST FOUNDATIN	CHARITABLE CONTRIBUTION	$500.00
			TOTAL DISTRIBUTIONS	**$13,775.00**

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	91,481	81,683	9,798
Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation
1	X	DODGE & COX STOCK FD	256219106			1/10/2003		2/3/2010	44,055	42,318			
2	X	EVERGREEN STRATEGIC GR	299909408			1/10/2003		2/3/2010	34,551	27,332			
3	X	PIMCO HIGH YIELD FD INSTL	693390841			9/6/2007		2/3/2010	3,257	3,473			
4	X	WESTPORT FDS SELECT CAF	961323409			8/12/2009		2/3/2010	9,618	8,560			
5													
6													
7													
8													
9													
10													

Line 16b (990-PF) - Accounting Fees

		500	0	0	500
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	500			500
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		285	0	0	0
1	PY EXCISE TAX	141			
2	ESTIMATED EXCISE PAYMENTS	144			
3					
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		5,598	4,198	0	1,400
1	Amortization See attached statement	0	0	0	0
2	WELLS FARGO FEES AS AGENT	5,598	4,198		1,400
3					
4					
5					
6					
7					
8					
9					
10					

Part II, Line 13 (990-PF) - Investments - Other

			376,718	373,973	428,181
	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	PRIOR YEAR	AT COST	376,718		
2	SEE ATTACHED STATEMENT	AT COST		373,973	428,181
3					
4					
5					
6					
7					
8					
9					
10					

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	91,481	0	81,683	9,798	0	0	0	9,798
1	DODGE & COX STOCK FD	256219106		1/10/2003	2/3/2010	44,055	0	42,318	1,737			0	1,737
2	EVERGREEN STRATEGIC GROWTH FD	299909408		1/10/2003	2/3/2010	34,551	0	27,332	7,219			0	7,219
3	PIMCO HIGH YIELD FD INSTL CL	693390841		9/6/2007	2/3/2010	3,257	0	3,473	-216			0	-216
4	WESTPORT FDS SELECT CAP FD CL I	961323409		8/12/2009	2/3/2010	9,618	0	8,560	1,058			0	1,058
5						0	0	0	0			0	0
6						0	0	0	0			0	0
7						0	0	0	0			0	0
8						0	0	0	0			0	0
9						0	0	0	0			0	0
10						0	0	0	0			0	0

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

5,598

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Wells Fargo Bank, N.A.	X	123 S Broad St	Philadelphia	PA	19109		TRUSTEE	4	5,598
2										
3										
4										
5										
6										
7										
8										
9										
10										

Part

	Benefits	Expense Account	Explanation
	0	0	
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	
2	First quarter estimated tax payment	4/13/2010	2	144
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	0
5	Fourth quarter estimated tax payment		5	0
6	Other payments		6	
7	Total		7	144

Part XV, Lines 1a-1b (990-PF) - Information Regarding Foundation Managers

	List Managers who contributed more than 2% of the total contributions received by the foundation	List Managers who own 10% or more of the stock of a corporation of which the foundation has a 10% or greater interest
1	NONE	NONE
2		
3		
4		
5		
6		
7		
8		
9		
10		

Security Category	Account #	CUSIP	Asset Name	Units	FMV	Fed Cost
Savings & Temp Inv	5019007295	VP7000228	WF ADV HERITAGE MM FD-INSTL #3106	38 9800	38 98	38 98
Savings & Temp Inv	5019007295	VP7000228	WF ADV HERITAGE MM FD-INSTL #3106	41 0500	41 05	41 05
Invest - Other	5019007295	52106N889	LAZARD EMERGING MKTS PTFL #638	455 0000	9395 75	8085 35
Invest - Other	5019007295	61744J317	MORGAN STANLEY INS INTN RE I #8001	581 0000	10585 82	9999 01
Invest - Other	5019007295	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	1066 0000	12312 3	12067 12
Invest - Other	5019007295	693390882	PIMCO FOREIGN BD FD USD H-INST #103	1189 0000	12757 97	12115 91
Invest - Other	5019007295	722005667	PIMCO COMMODITY REAL RET STRAT-I#45	1802 0000	15587 3	14343 92
Invest - Other	5019007295	779919109	T ROWE PRICE REAL ESTATE FD #122	959 0000	16255 05	12716 34
Invest - Other	5019007295	693390841	PIMCO HIGH YIELD FD-INST #108	1817 0000	16716 4	17243 33
Invest - Other	5019007295	464287499	ISHARES TR RUSSELL MIDCAP INDEX FD	245 0000	23404 85	20070 4
Invest - Other	5019007295	961323409	WESTPORT SELECT CAP FD- I #13	1248 0000	30026 88	23325 12
Invest - Other	5019007295	256206103	DODGE & COX INT'L STOCK FD #1048	1112 0180	37297 08	45383 88
Invest - Other	5019007295	256219106	DODGE & COX STOCK FUND #145	437 7520	43840 86	35580 2
Invest - Other	5019007295	94985D277	WELLS FARGO ADV LG CP GR FD-INS #440	2000 5960	57877 24	39795 31
Invest - Other	5019007295	256210105	DODGE & COX INCOME FD COM #147	5184 0000	69465 6	58890 24
Invest - Other	5019007295	693390551	PIMCO TOTAL RETN FD II INST #153	6534 0000	72658 08	64356 56

Non-Profit Checking

SMD summary

01 2100031229350 072 130 0 48 148,517

WACHOVIA

00029984

OLD DOMINION BOX CO
FOUNDATION INC
R LEWIS FRANCIS SEC-TREAS
PO BOX 680
LYNCHBURG VA 24505

CB

Non-Profit Checking

10/30/2010 thru 11/30/2010

Account number: 2100031229350
Account owner(s): OLD DOMINION BOX CO
FOUNDATION INC
R LEWIS FRANCIS SEC-TREAS

Outstanding checks on 11/30:	
check #	Amount:
1326	$1,000.00
1328	$ 250.00
1331	$1,000.00
1332	$1,000.00
1334	$ 250.00
1335	$5,000.00
1336	$ 250.00
1337	$ 50.00
1338	$ 250.00
Total:	$9,050.00
Adjusted BV:	$8,003.29

Account Summary

Opening balance 10/30	$7,680.29
Deposits and other credits	14,000.00 +
Checks	4,625.00 -
Other withdrawals and service fees	2.00 -
Closing balance 11/30	**$17,053.29**

Deposits and Other Credits

Date	Amount	Description
11/22	14,000.00	AUTOMATED CREDIT W FARGO BANK TRUST CO. ID. 9810000401 101122 PPD MISC 5019007295
Total	$14,000.00	

Checks

Number	Amount	Date posted	Number	Amount	Date posted	Number	Amount	Date posted
1324	125.00	11/24	1330	1,000.00	11/26	1341	200.00	11/30
1325	250.00	11/26	1333*	300.00	11/24	1342	1,000.00	11/24
1327*	250.00	11/30	1339*	250.00	11/24	1343	500.00	11/24
1329*	500.00	11/26	1340	250.00	11/26	Total	$4,625.00	

* Indicates a break in check number sequence

Other Withdrawals and Service Fees

Date	Amount	Description
11/09	2.00	COMMERCIAL SERVICE CHARGES FOR OCTOBER 2010
Total	$2.00	