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

2010

For calendar year 2010, or tax year beginning , **and ending**

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

Name of foundation: The Rock Foundation

A Employer identification number: 20-8164535

Number and street (or P O box number if mail is not delivered to street address): c/o McGuireWoods LLP P. O. Box 397 | Room/suite

B Telephone number: (804) 775-1023

City or town, state, and ZIP code: Richmond, VA 23218

C If exemption application is pending, check here ▶☐

D 1 Foreign organizations, check here ▶☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶☐

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

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) ▶$ 1,568,648.

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))

		(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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	42,634.	42,519.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<211,517.>			
	b Gross sales price for all assets on line 6a 998,827.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total** Add lines 1 through 11	<168,883.>	42,519.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 2	2,931.	0.		2,931.
	b Accounting fees				
	c Other professional fees Stmt 3	14,567.	14,567.		0.
	17 Interest				
	18 Taxes Stmt 4	1,150.	647.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 5	25.	0.		25.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	18,673.	15,214.		2,956.
	25 Contributions, gifts, grants paid	77,100.			77,100.
	26 **Total expenses and disbursements** Add lines 24 and 25	95,773.	15,214.		80,056.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<264,656.>			
	b **Net investment income** (if negative, enter -0-)		27,305.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	46,870.	33,318.	33,318.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 7	1,670,294.	1,417,594.	1,535,330.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1,717,164.	1,450,912.	1,568,648.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,717,164.	1,450,912.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	1,717,164.	1,450,912.	
	31 **Total liabilities and net assets/fund balances**	1,717,164.	1,450,912.	

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	1,717,164.
2	Enter amount from Part I, line 27a	2	<264,656.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,452,508.
5	Decreases not included in line 2 (itemize) ▶ See Statement 6	5	1,596.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,450,912.

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	Bank of America-See attached gain/loss			
b	schedule	P		
c	Bank of America-See attached gain/loss			
d	schedule	P		
e	Capital Gains Dividends			

	(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	102,291.		99,582.	2,709.
c				
d	893,097.		1,110,762.	<217,665.>
e	3,439.			3,439.

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				2,709.
c				
d				<217,665.>
e				3,439.

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 <211,517.>

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	79,450.	1,293,454.	.061425
2008	99,526.	1,560,575.	.063775
2007	100,000.	1,253,430.	.079781
2006			
2005			

2	Total of line 1, column (d)	2	.204981
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	.068327
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,447,710.
5	Multiply line 4 by line 3	5	98,918.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	273.
7	Add lines 5 and 6	7	99,191.
8	Enter qualifying distributions from Part XII, line 4	8	80,056.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	546.
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	546.
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	546.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	680.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	680.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment**. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	134.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 134. **Refunded** ▶			11	0.

Part VII-A | Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	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? N/A	4b		
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 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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *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 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 ▶ None

14 The books are in care of ▶ Rita Smith Telephone no. ▶ (804) 794-8230

Located at ▶ 2530 Salisbury Road, Midlothian, VA ZIP+4 ▶ 23113

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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 22 of the instructions)?	N/A	1b		
	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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		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)? ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
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? N/A	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.

(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
Rita M. Smith 2530 Salisbury Rd Midlothian, VA 23113	President/Treasurer 1.00	0.	0.	0.
M. Anne Greggs 5616 Hardrock Place Richmond, VA 23230	Vice Pres/Director 1.00	0.	0.	0.
John B. O'Grady c/o McGuireWoods LLP 901 E. Cary St Richmond, VA 23219	Secretary/Director 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 The Rock Foundation makes grants to qualifying charitable organizations and does not carry on charitable activities directly.	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,412,614.
b	Average of monthly cash balances	1b	57,142.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,469,756.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,469,756.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22,046.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,447,710.
6	**Minimum investment return**. Enter 5% of line 5	6	72,386.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	72,386.
2a	Tax on investment income for 2010 from Part VI, line 5 2a 546.		
b	Income tax for 2010. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	546.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	71,840.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	71,840.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	71,840.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	80,056.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions**. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	80,056.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	80,056.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				71,840.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007 86,687.				
d From 2008 22,353.				
e From 2009 15,456.				
f **Total** of lines 3a through e	124,496.			
4 Qualifying distributions for 2010 from Part XII, line 4. ▶ $ 80,056.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				71,840.
e Remaining amount distributed out of corpus	8,216.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	132,712.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011** Subtract lines 7 and 8 from line 6a	132,712.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007 86,687.				
c Excess from 2008 22,353.				
d Excess from 2009 15,456.				
e Excess from 2010 8,216.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

None

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

None

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

Check here ▶ [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 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 Statement 8				
Total			▶ 3a	77,100.
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) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	42,634.	
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	<211,517.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		<168,883.>	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 <168,883.>

(See worksheet in line 13 instructions 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).

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
		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
N/A		

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

Signature of officer or trustee: [signature] Date: 5/6/11 Title: Secretary/Director

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Michele McKinnon	[signature]	5/6/11		

Firm's name ▶ McGuireWoods LLP — Firm's EIN ▶

Firm's address ▶ P. O. Box 397, Richmond, VA 23218-0397 — Phone no. (804)775-1000

023622
03-04-11

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Bank of America-Agent	46,073.	3,439.	42,634.
Total to Fm 990-PF, Part I, ln 4	46,073.	3,439.	42,634.

Form 990-PF Legal Fees Statement 2

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
McGuireWoods LLP	2,931.	0.		2,931.
To Fm 990-PF, Pg 1, ln 16a	2,931.	0.		2,931.

Form 990-PF Other Professional Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank of America-Agency Fees	14,267.	14,267.		0.
Bank of America-Tax Preparation Fees	300.	300.		0.
To Form 990-PF, Pg 1, ln 16c	14,567.	14,567.		0.

Form 990-PF Taxes Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2010 estimated excise tax	503.	0.		0.
Foreign Tax paid from income	647.	647.		0.
To Form 990-PF, Pg 1, ln 18	1,150.	647.		0.

Form 990-PF Other Expenses Statement 5

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
State Corp Comm-Annual registration fee	25.	0.		25.
To Form 990-PF, Pg 1, ln 23	25.	0.		25.

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement 6

Description	Amount
Timing diff year end mutual fund income	1,596.
Total to Form 990-PF, Part III, line 5	1,596.

Form 990-PF	Other Investments		Statement 7
Description	Valuation Method	Book Value	Fair Market Value
See schedule attached	COST	1,417,594.	1,535,330.
Total to Form 990-PF, Part II, line 13		1,417,594.	1,535,330.

Settlement Date

Portfolio Detail

Account: 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1301886 IM THE ROCK FOUNDATION

Dec. 01, 2010 through Dec 31, 2010

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
17,660.260	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (Income Investment)	994458719	$17,660.26	$1.42	$17,660 26 1.000	$0 00	$22.96	0.1%
9,297.220	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	9,297.22	0 92	9,297 22 1.000	0 00	12 09	0.1
	Total Cash Equivalents		**$26,957.48**	**$2.34**	**$26,957.48**	**$0.00**	**$35.05**	**0.1%**
Total Cash/Currency			**$26,957.48**	**$2.34**	**$26,957.48**	**$0.00**	**$35.05**	**0.1%**

Equities

(2)Industry Sector Codes
CND = Consumer Discretionary
CNS = Consumer Staples
ENR = Energy
FIN = Financials
HEA = Health Care
IND = Industrials
IFT = Information Technology
MAT = Materials
OEQ = Other Equities
TEL = Telecommunication Services
UTL = Utilities

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap								
40.000	APPLE INC Ticker: AAPL	037833100 IFT	$12,902.40 322 560	$0.00	$8,379 40 209.485	$4,523.00	$0.00	0 0%
3,064.102	ASTON MONTAG & CALDWELL GROWTH FUND CL I Ticker MCGI X	00078H281 OEQ	74,243.19 24 230	0 00	67,110.00 21.902	7,133.19	358.50	0.5
650 000	AT&T INC Ticker. T	00206R102 TEL	19,097 00 29.380	0.00	22,672 21 34.880	-3,575.21	1,118 00	5.9
500.000	CISCO SYS INC Ticker: CSCO	17275R102 IFT	10,115.00 20.230	0 00	13,528.74 27.057	-3,413.74	0.00	0.0
100 000	COCA COLA CO Ticker KO	191216100 CNS	6,577.00 65.770	0.00	5,842 75 58 428	734.25	176.00	2.7
1,068.472	COLUMBIA ENERGY AND NATURAL RESOURCES FUND CLASS Z SHARES Ticker: UMES X	19765Y829 OEQ	24,777 87 23 190	0.00	20,910.00 19 570	3,867.87	12 82	0.1

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Dec 01, 2010 through Dec 31, 2010

Account: 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1301886 IM THE ROCK FOUNDATION

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
6,161.678	COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES Ticker: UMLG X	19765Y688 OEQ	77,698 76 12.610	0.00	61,340.00 9 955	16,358.76	0.00	0.0
799.429	COLUMBIA VALUE AND RESTRUCTURING FUND CLASS Z SHARES Ticker: UMBI X	19765Y514 OEQ	40,379 16 50 510	0.00	33,600 00 42.030	6,779.16	486 05	1.2
75 000	DEERE & CO Ticker. DE	244199105 IND	6,228.75 83 050	26.25	6,490.32 86.538	-261.57	105.00	1.7
250.000	EMC CORP Ticker: EMC	268648102 IFT	5,725 00 22.900	0.00	4,463.75 17 855	1,261.25	0.00	0 0
100.000	EXXON MOBIL CORP Ticker: XOM	30231G102 ENR	7,312.00 73.120	0 00	7,563.00 75 630	-251.00	176.00	2.4
300.000	GENERAL ELEC CO Ticker: GE	369604103 IND	5,487 00 18.290	42.00	10,569 75 35 233	-5,082.75	168.00	3.1
100.000	HARTFORD FINL SVCS GROUP INC Ticker. HIG	416515104 FIN	2,649 00 26.490	5.00	7,409 75 74 098	-4,760 75	20 00	0 8
250.000	HEWLETT PACKARD CO Ticker: HPQ	428236103 IFT	10,525 00 42.100	0.00	12,108.88 48 436	-1,583.88	80.00	0.8
500 000	INTEL CORP Ticker INTC	458140100 IFT	10,515.00 21 030	0 00	10,363.12 20 726	151.88	315.00	3.0
50 000	INTERNATIONAL BUSINESS MACHS Ticker: IBM	459200101 IFT	7,338 00 146.760	0.00	5,662 87 113 257	1,675.13	130.00	1.8
500.000	MICROSOFT CORP Ticker: MSFT	594918104 IFT	13,955 00 27.910	0.00	14,632.50 29 265	-677.50	320 00	2 3
250.000	NEXTERA ENERGY INC Ticker: NEE	65339F101 UTL	12,997.50 51.990	0 00	16,909.38 67.638	-3,911.88	500 00	3 8
100.000	PEPSICO INC Ticker: PEP	713448108 CNS	6,533.00 65.330	48 00	6,316 75 63 168	216 25	192.00	2.9
800.000	PFIZER INC Ticker: PFE	717081103 HEA	14,008.00 17.510	0.00	20.110 00 25 138	-6,102.00	640.00	4.6

Portfolio Detail

Account: 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1301886 IM THE ROCK FOUNDATION

Dec 01, 2010 through Dec 31, 2010

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
100.000	SCHLUMBERGER LTD NETHERLANDS ANTILLES Ticker: SLB	806857108 ENR	8,350.00 83.500	21.00	8,849.75 88.498	-499 75	84.00	1.0
150.000	STATE STR CORP Ticker. STT	857477103 FIN	6,951.00 46.340	1 50	11,958 64 79.724	-5,007.64	6 00	0.1
450.000	TEXAS INSTRS INC Ticker: TXN	882508104 IFT	14,625.00 32.500	0.00	13,966.88 31.038	658.12	234.00	1 6
525.000	US BANCORP DEL COM NEW Ticker: USB	902973304 FIN	14,159.25 26 970	26 25	17,872 31 34.042	-3,713.06	105.00	0.7
700.000	WELLS FARGO & CO NEW COM Ticker: WFC	949746101 FIN	21,693.00 30.990	0 00	24,802.75 35.433	-3,109.75	140 00	0 6
	Total U.S. Large Cap		**$434,841.88**	**$170.00**	**$433,433.50**	**$1,408.38**	**$5,366.37**	**1.2%**
U.S. Mid Cap								
2,014 697	COLUMBIA ACORN FUND CLASS Z SHARES Ticker ACRN X	197199409 OEQ	$60,823.70 30.190	$0 00	$50,998.79 25.313	$9,824.91	$88 65	0.1%
1,923.077	JOHN HANCOCK FDS III DISCIPLINED VALUE MID CAP FUND Ticker: JVMI X	47803W406 OEQ	21,692 31 11.280	0 00	20,000.00 10.400	1,692.31	63.46	0.3
	Total U.S. Mid Cap		**$82,516.01**	**$0.00**	**$70,998.79**	**$11,517.22**	**$152.11**	**0.2%**
U.S. Small Cap								
5,830.968	EATON VANCE ATLANTA CAP SMID-CAP FUND CL I Ticker: EISM X	277902698 OEQ	$88,980.57 15.260	$0.00	$74,640 00 12.801	$14,340.57	$0.00	0.0%
	Total U.S. Small Cap		**$88,980.57**	**$0.00**	**$74,640.00**	**$14,340.57**	**$0.00**	**0.0%**

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Dec 01, 2010 through Dec 31, 2010

Account: 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1301886 IM THE ROCK FOUNDATION

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
International Developed								
1,082.411	COLUMBIA ACORN INTERNATIONAL FUND CLASS Z SHARES Ticker: ACIN X	197199813 OEQ	$44,292.26 40 920	$0.00	$37,023.04 34.204	$7,269.22	$996.90	2.3%
607.788	HARBOR INTERNATIONAL FUND INSTL CL Ticker: HAIN X	411511306 OEQ	36,801.56 60 550	0.00	33,827.55 55 657	2,974.01	529.99	1.4
300 000	ISHARES INC MSCI AUSTRALIA INDEX FUND Ticker: EWA	464286103 OEQ	7,632 00 25.440	0.00	7,227.00 24.090	405.00	249 00	3.3
275 000	ISHARES INC MSCI CDA INDEX FUND Ticker: EWC	464286509 OEQ	8,525.00 31.000	0.00	7,433.25 27 030	1,091.75	137.23	1.6
640.000	ISHARES MSCI SINGAPORE INDEX FUND Ticker: EWS	464286673 OEQ	8,864 00 13.850	0.00	7,539 20 11 780	1,324 80	270.72	3 1
160.000	RIO TINTO PLC SPONSORED ADR UNITED KINGDOM Ticker: RIO	767204100 MAT	11,465.60 71.660	0.00	9,477 00 59.231	1,988.60	141 44	1.2
1,813.580	THORNBURG INTL VALUE FUND CL I Ticker: TGVI X	885215566 OEQ	51,940.93 28 640	0.00	44,958.65 24.790	6,982.28	515.06	1.0
	Total International Developed		**$169,521.35**	**$0.00**	**$147,485.69**	**$22,035.66**	**$2,840.34**	**1.7%**
Emerging Markets								
100 000	ISHARES INC MSCI BRAZIL FREE INDEX FUND Ticker: EWZ	464286400 OEQ	$7,740.00 77 400	$0 00	$7,526.00 75.260	$214 00	$280 70	3.6%
125.000	ISHARES MSCI CHILE INVESTABLE MARKET INDEX FUND Ticker: ECH	464286640 OEQ	9,950.00 79.600	4.07	7,035.00 56.280	2,915 00	67.50	0.7

Portfolio Detail

Account: 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1301886 IM THE ROCK FOUNDATION

Dec. 01, 2010 through Dec 31, 2010

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Emerging Markets (cont)								
500.000	ISHR MSCI TAIWAN INDEX FUND Ticker EWT	464286731 OEQ	7,810 00 15.620	0.00	6,525 00 13.050	1,285.00	145 00	1 9
1,483.862	LAZARD FUNDS INC EMERGING MKTS PORTFOLIO INSTL Ticker LZEM X	52106N889 OEQ	32,318.51 21.780	0 00	27,585 00 18.590	4,733.51	375.42	1.2
325.000	POWERSHARES INDIA EXCHANGE TRADED FUND POWER SHS INDIA PORT Ticker. PIN	73935L100 OEQ	8,261.50 25.420	0.00	7,572 50 23 300	689.00	76.38	0 9
2,000.000	VANGUARD INTL EQUITY INDEX FDS VANGUARD EMERGING MKTS ETF Ticker VWO	922042858 OEQ	96,292.00 48.146	0.00	75,588 88 37 794	20,703.12	1,630.00	1.7
	Total Emerging Markets		**$162,372.01**	**$4.07**	**$131,832.38**	**$30,539.63**	**$2,575.00**	**1.6%**
Total Equities			**$938,231.82**	**$174.07**	**$858,390.36**	**$79,841.46**	**$10,933.82**	**1.2%**
Fixed Income								
Investment Grade Taxable								
23,075.773	COLUMBIA INTERMEDIATE BOND FUND CLASS Z SHARES	19765N468	$209,066.50 9.060	$741 35	$199,666.75 8 653	$9,399 75	$9,691.82	4.6%
4,981 735	PIMCO TOTAL RETURN FUND INSTL	693390700	54,051.82 10 850	0.00	54,550 00 10 950	-498 18	1,758 55	3.3
	Total Investment Grade Taxable		**$263,118.32**	**$741.35**	**$254,216.75**	**$8,901.57**	**$11,450.37**	**4.4%**
International Developed Bonds								
2,741.341	ROWE T PRICE INTL FDS INC INTL BD FD	77956H104	$27,276.34 9.950	$0.00	$27,255.00 9 942	$21.34	$679.85	2 5%
	Total International Developed Bonds		**$27,276.34**	**$0.00**	**$27,255.00**	**$21.34**	**$679.85**	**2.5%**

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Dec 01, 2010 through Dec. 31, 2010

Account: 40-05-500-1840867 THE'ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1301886 IM THE ROCK FOUNDATION

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
Global High Yield Taxable								
2,740.404	ARTIO GLOBAL HIGH INCOME FUND CL I	04315J860	$27,924.72 10.190	$375.71	$28,262.50 10 313	-$337 78	$2,230.69	8.0%
	Total Global High Yield Taxable		**$27,924.72**	**$375.71**	**$28,262.50**	**-$337.78**	**$2,230.69**	**8.0%**
Total Fixed Income			**$318,319.38**	**$1,117.06**	**$309,734.25**	**$8,585.13**	**$14,360.91**	**4.5%**
Real Estate								
Public REITs								
1,284.017	COLUMBIA REAL ESTATE EQUITY FUND CLASS Z SHARES	19765P547	$15,960.33 12.430	$0.00	$13,976 64 10 885	$1,983.69	$371.08	2.3%
	Total Public REITs		**$15,960.33**	**$0.00**	**$13,976.64**	**$1,983.69**	**$371.08**	**2.3%**
Total Real Estate			**$15,960.33**	**$0.00**	**$13,976.64**	**$1,983.69**	**$371.08**	**2.3%**
Tangible Assets								
Commodities								
9,706 594	PIMCO COMMODITY REALRETURN STRATEGY FUND	722005667	$90,174 26 9.290	$0 00	$80,812 59 8 326	$9,361.67	$8,066 18	8.9%
	Total Commodities		**$90,174.26**	**$0.00**	**$80,812.59**	**$9,361.67**	**$8,066.18**	**8.9%**
Total Tangible Assets			**$90,174.26**	**$0.00**	**$80,812.59**	**$9,361.67**	**$8,066.18**	**8.9%**
Total Portfolio			**$1,389,643.27**	**$1,293.47**	**$1,289,871.32**	**$99,771.95**	**$33,767.04**	**2.4%**
Accrued Income			$1,293 47					
Total			**$1,390,936.74**					

(1) Market Value in the Portfolio Detail section does not include Accrued Income

Portfolio Detail

Account: 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1840859 IM THE ROCK FOUNDATION - COL-EIV

Dec. 01, 2010 through Dec 31, 2010

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
2,668.400	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (Income Investment)	994458719	$2,668 40	$0.28	$2,668.40 1 000	$0 00	$3.47	0 1%
3,691.440	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	3,691.44	0 44	3,691.44 1 000	0 00	4.80	0.1
	Total Cash Equivalents		**$6,359.84**	**$0.72**	**$6,359.84**	**$0.00**	**$8.27**	**0.1%**
Total Cash/Currency			**$6,359.84**	**$0.72**	**$6,359.84**	**$0.00**	**$8.27**	**0.1%**

Equities

(2)Industry Sector Codes
CND = Consumer Discretionary
CNS = Consumer Staples
ENR = Energy
FIN = Financials
HEA = Health Care
IND = Industrials
IFT = Information Technology
MAT = Materials
OEQ = Other Equities
TEL = Telecommunication Services
UTL = Utilities

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap								
54.000	ABBOTT LABS Ticker: ABT	002824100 HEA	$2,587 14 47.910	$0 00	$2,897.94 53.666	-$310 80	$95.04	3.7%
33.000	AIR PRODS & CHEMS INC Ticker. APD	009158106 MAT	3,001.35 90.950	16.17	2,475 04 75 001	526.31	64 68	2.2
77 000	ALTRIA GROUP INC Ticker MO	02209S103 CNS	1,895 74 24 620	29 26	1,513 80 19 660	381.94	117 04	6 2
99.000	AMERICAN ELEC PWR INC Ticker AEP	025537101 UTL	3,562.02 35 980	0.00	3,383.10 34 173	178.92	182.16	5.1
41.000	AMERICAN EXPRESS CO Ticker AXP	025816109 FIN	1,759.72 42.920	0 00	1,526 76 37.238	232.96	29.52	1 7
41.000	ANALOG DEVICES INC Ticker ADI	032654105 IFT	1,544.47 37.670	0 00	1,100 00 26.829	444 47	36.08	2.3
37.000	APACHE CORP CONV PFD SER D 6.000% Ticker: APA PD	037411808 ENR	2,461 98 66.540	0.00	1,955.75 52 858	506.23	111 00	4.5
169.000	AT&T INC Ticker: T	00206R102 TEL	4,965 22 29.380	0 00	5,894.78 34.880	-929 56	290.68	5.9

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Bank of America Private Wealth Management

Portfolio Detail

Dec 01, 2010 through Dec 31, 2010

Account: 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1840859 IM THE ROCK FOUNDATION - COL-EIV

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
74.000	AUTOMATIC DATA PROCESSING INC Ticker: ADP	053015103 IFT	3,424.72 46.280	26.64	3,124.05 42 217	300 67	106.56	3.1
53 000	CHEVRON CORP Ticker: CVX	166764100 ENR	4,836 25 91.250	0.00	3,776.12 71 248	1,060 13	152.64	3 2
15.000	CITIGROUP INC CONV PFD COM STK EQUIVALENT SER M Ticker C PH	172967416 FIN	2,050.35 136.690	0.00	1,569.27 104 618	481 08	112.50	5.5
30.000	DOVER CORP Ticker DOV	260003108 IND	1,753 50 58.450	0 00	1,288 24 42 941	465 26	33 00	1 9
54.000	EXXON MOBIL CORP Ticker. XOM	30231G102 ENR	3,948 48 73.120	0.00	3,520.42 65.193	428 06	95.04	2 4
34.000	FORD MTR CO CAP TR II TR ORIGINATED PFD SECS 6.500% Ticker: F PS	345395206 CND	1,765.11 51 915	27 63	1,595.72 46.933	169 39	110 50	6.3
9 000	FREEPORT-MCMORAN COPPER & GOLD INC COM Ticker: FCX	35671D857 MAT	1,080 81 120.090	0 00	655.00 72 778	425 81	18 00	1 7
69 000	GENERAL MLS INC Ticker: GIS	370334104 CNS	2,455 71 35 590	0 00	2,392.15 34 669	63.56	77 28	3 1
51.000	GENERAL MTRS CO CONV PFD JR SER B Ticker. GM PB	37045V209 CND	2,759 61 54.110	0 00	2,602.17 51.023	157.44	0 00	0 0
45.000	GOODRICH CORP Ticker. GR	382388106 IND	3,963.15 88.070	0 00	2,819 59 62.658	1,143.56	52 20	1 3
38 000	HEINZ H J CO Ticker. HNZ	423074103 CNS	1,879.48 49.460	17 10	1,647 72 43 361	231.76	68 40	3 6
108 000	HOME DEPOT INC Ticker. HD	437076102 CND	3,786 48 35 060	0.00	3,055.69 28 293	730 79	102.06	2.7
83.000	ILLINOIS TOOL WKS INC Ticker. ITW	452308109 IND	4,432.20 53.400	28.22	3,941 66 47.490	490 54	112 88	2.5

Settlement Date

Portfolio Detail

Account: 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1840859 IM THE ROCK FOUNDATION - COL-EIV

Dec. 01, 2010 through Dec 31, 2010

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
85.000	INTEL CORP Ticker: INTC	458140100 IFT	1,787 55 21.030	0 00	1,777.59 20.913	9.96	53.55	3 0
33.000	INTERNATIONAL BUSINESS MACHS Ticker. IBM	459200101 IFT	4,843 08 146.760	0 00	3,789.34 114 828	1,053 74	85.80	1 8
110.000	J P MORGAN CHASE & CO Ticker. JPM	46625H100 FIN	4,666 20 42 420	0.00	5,617 49 51.068	-951 29	22 00	0.5
80.000	JOHNSON & JOHNSON Ticker. JNJ	478160104 HEA	4,948.00 61.850	0.00	4,959 66 61.996	-11 66	172.80	3 5
53.000	KRAFT FOODS INC CL A COM Ticker: KFT	50075N104 CNS	1,670 03 31 510	15 37	1,498 97 28.282	171 06	61.48	3.7
26.000	MCDONALDS CORP Ticker. MCD	580135101 CND	1,995 76 76 760	0 00	1,673.39 64.361	322.37	63.44	3 2
61.000	MERCK & CO INC NEW COM Ticker· MRK	58933Y105 HEA	2,198.44 36.040	23 18	2,700.63 44.273	-502.19	92.72	4 2
55.000	METLIFE INC Ticker: MET	59156R108 FIN	2,444.20 44.440	0.00	1,907.93 34 690	536.27	40.70	1 7
84.000	MICROSOFT CORP Ticker· MSFT	594918104 IFT	2,344.44 27.910	0 00	2,473.36 29.445	-128.92	53.76	2.3
50.000	MORGAN STANLEY Ticker. MS	617446448 FIN	1,360 50 27.210	0.00	1,352.84 27.057	7 66	10.00	0.7
30.000	NEXTERA ENERGY INC Ticker: NEE	65339F101 UTL	1,559.70 51 990	0.00	1,586.82 52.894	-27.12	60 00	3 8
62.000	OCCIDENTAL PETE CORP DEL Ticker: OXY	674599105 ENR	6,082.20 98.100	23 56	4,783 15 77 148	1,299.05	94.24	1 5
22.000	PARKER HANNIFIN CORP Ticker: PH	701094104 IND	1,898.60 86 300	0 00	1,222 37 55.562	676.23	25 52	1.3
154.000	PFIZER INC Ticker PFE	717081103 HEA	2,696.54 17.510	0.00	3,862 34 25 080	-1,165 80	123 20	4.6
53.000	PG&E CORP Ticker. PCG	69331C108 UTL	2,535.52 47 840	24.12	2,218.68 41 862	316.84	96 46	3.8

Settlement Date

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Bank of America Private Wealth Management

Portfolio Detail

Dec 01, 2010 through Dec 31, 2010

Account: 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1840859 IM THE ROCK FOUNDATION - COL-EIV

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
61.000	PHILIP MORRIS INTL INC Ticker: PM	718172109 CNS	3,570.33 58.530	39 04	2,748 80 45 062	821.53	156.16	4.4
33.000	PNC FINL SVCS GROUP INC Ticker: PNC	693475105 FIN	2,003.76 60.720	0.00	1,700 40 51 527	303 36	13.20	0.7
19.000	PPG INDS INC Ticker PPG	693506107 MAT	1,597.33 84.070	0.00	1,107 63 58.296	489.70	41.80	2.6
24.000	PRICE T ROWE GROUP INC Ticker: TROW	74144T108 FIN	1,548.96 64.540	0.00	1,176 95 49.040	372.01	25.92	1.7
37 000	SEMPRA ENERGY Ticker: SRE	816851109 UTL	1,941.76 52.480	14.43	1,839 54 49 717	102.22	57.72	3.0
38.000	TARGET CORP Ticker: TGT	87612E106 CND	2,284.94 60.130	0.00	1,988 32 52.324	296 62	38.00	1 7
18.000	UNITED PARCEL SVC INC CL B Ticker: UPS	911312106 IND	1,306.44 72 580	0 00	1,290 57 71 698	15.87	33.84	2.6
57.000	UNITED TECHNOLOGIES CORP Ticker: UTX	913017109 IND	4,487 04 78.720	0.00	3,942.02 69.158	545 02	96.90	2.2
178.000	US BANCORP DEL COM NEW Ticker. USB	902973304 FIN	4,800.66 26.970	8.90	4,250.64 23.880	550.02	35.60	0.7
108.000	VERIZON COMMUNICATIONS INC Ticker: VZ	92343V104 TEL	3,864 24 35 780	0 00	3,562.54 32.986	301 70	210.60	5.5
79.000	WELLS FARGO & CO NEW COM Ticker. WFC	949746101 FIN	2,448 21 30.990	0.00	2,799.39 35.435	-351.18	15.80	0.6
108.000	WILLIAMS COS INC DEL Ticker WMB	969457100 ENR	2,669.76 24.720	0.00	2,233.17 20.678	436 59	54.00	2 0
151.000	XCEL ENERGY INC Ticker: XEL	98389B100 UTL	3,556 05 23.550	38.13	3,247 00 21.503	309 05	152.51	4.3
15.000	3M CO Ticker: MMM	88579Y101 IND	1,294.50 86 300	0.00	1,305.95 87.063	-11 45	31 50	2.4

Settlement Date

Portfolio Detail

Account: 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1840859 IM THE ROCK FOUNDATION - COL-EIV

Dec 01, 2010 through Dec. 31, 2010

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
	Total U.S. Large Cap		**$140,318.23**	**$331.75**	**$127,352.45**	**$12,965.78**	**$3,986.48**	**2.8%**
U.S. Mid Cap								
75.000	FOOT LOCKER INC Ticker: FL	344849104 CND	$1,471.50 19 620	$0.00	$884 47 11.793	$587 03	$45.00	3 1%
61.000	GENUINE PARTS CO Ticker GPC	372460105 CND	3,131.74 51.340	25 01	2,358 16 38 658	773 58	100.04	3.2
44 000	MOLSON COORS BREWING CO CL B COM Ticker TAP	60871R209 CNS	2,208.36 50.190	0 00	2,165.97 49.227	42.39	49.28	2.2
1,000.000	NAVISTAR INTL CORP NEW CONV SR SUB NT DTD 10/28/09 3 000% DUE 10/15/14 Ticker: NAV 14	63934EAL2 IND	1,335.00 133.500	6 33	1,131 45 113.145	203 55	30.00	2.2 2 3
33 000	NORDSTROM INC Ticker: JWN	655664100 CND	1,398.54 42.380	0 00	1,188 90 36.027	209.64	26.40	1.9
51 000	PACKAGING CORP AMER Ticker PKG	695156109 MAT	1,317.84 25 840	7.65	1,091.43 21 401	226.41	30 60	2.3
114.000	PEOPLES UTD FINL INC Ticker: PBCT	712704105 FIN	1,597 14 14 010	0 00	1,584 10 13 896	13.04	70 68	4.4
1,000.000	UNITED STS STL CORP CONV NEW SR UNSECD NT DTD 05/04/09 4 000% DUE 05/15/14 Ticker: X 14	912909AE8 MAT	1,940 00 194.000	5 11	1,589 00 158.900	351.00	40.00	2.1 2.0
17.000	V F CORP Ticker: VFC	918204108 CND	1,465.06 86.180	0 00	1,227 69 72.217	237.37	42.84	2.9
	Total U.S. Mid Cap		**$15,865.18**	**$44.10**	**$13,221.17**	**$2,644.01**	**$434.84**	**2.7%**

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Bank of America Private Wealth Management

Portfolio Detail

Dec 01, 2010 through Dec. 31, 2010

Account: 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1840859 IM THE ROCK FOUNDATION - COL-EIV

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
International Developed								
54.000	DIAGEO PLC SPONSORED ADR NEW UNITED KINGDOM Ticker: DEO	25243Q205 CNS	$4,013.82 74.330	$0 00	$3,494 63 64.715	$519.19	$127 66	3.2%
36.000	ENSCO PLC SPONSORED ADR UNITED KINGDOM Ticker: ESV	29358Q109 ENR	1,921.68 53 380	0 00	1,623 29 45 091	298 39	38.70	2.0
40 000	GLAXOSMITHKLINE PLC SPONSORED ADR UNITED KINGDOM Ticker: GSK	37733W105 HEA	1,568.80 39.220	20.29	1,616.42 40.411	-47 62	79 96	5.1
52.000	TYCO ELECTRONICS LTD SWITZERLAND Ticker: TEL	H8912P106 IFT	1,840.80 35 400	0.00	1,667 68 32.071	173.12	33 28	1 8
87.000	XL GROUP PLC IRELAND Ticker: XL	G98290102 FIN	1,898.34 21.820	0.00	1,461.76 16 802	436.58	34.80	1.8
	Total International Developed		**$11,243.44**	**$20.29**	**$9,863.78**	**$1,379.66**	**$314.40**	**2.8%**
Total Equities			**$167,426.85**	**$396.14**	**$150,437.40**	**$16,989.45**	**$4,735.72**	**2.8%**
Fixed Income								
Investment Grade Taxable								
2,000.000	***2011*** EMC CORP CONV SR NT DTD 11/17/06 1 750% DUE 12/01/11 Moody's: NA S&P: A-	268648AK8	$2,892 50 144.625	$2 91	$2,493 84 124.692	$398.66	$35.00	1.2% 1 2
	Total Investment Grade Taxable		**$2,892.50**	**$2.91**	**$2,493.84**	**$398.66**	**$35.00**	**1.2%**

Settlement Date

Portfolio Detail

Account: 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1840859 IM THE ROCK FOUNDATION - COL-EIV

Dec 01, 2010 through Dec. 31, 2010

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
Investment Grade Taxable (cont)								
Total Fixed Income			**$2,892.50**	**$2.91**	**$2,493.84**	**$398.66**	**$35.00**	**1.2%**
Real Estate								
Public REITs								
27.000	BOSTON PROPERTIES INC	101121101	$2,324 70 86 100	$13.50	$1,749.20 64.785	$575 50	$54 00	2.3%
	Total Public REITs		**$2,324.70**	**$13.50**	**$1,749.20**	**$575.50**	**$54.00**	**2.3%**
Total Real Estate			**$2,324.70**	**$13.50**	**$1,749.20**	**$575.50**	**$54.00**	**2.3%**
Total Portfolio			**$179,003.89**	**$413.27**	**$161,040.28**	**$17,963.61**	**$4,832.99**	**2.7%**
Accrued Income			$413 27					
Total			**$179,417.16**					

(1) Market Value in the Portfolio Detail section does not include Accrued Income

1099-B Proceeds From Broker Transactions (OMB No 1545-0715)

This section reports your proceeds from each of your sales during the year which are reported to the Internal Revenue Service The proceeds from each of your sales are reported to the IRS on Forms 1099-B (Box 2), not the aggregate total of your sales You must report the proceeds of each sale on your tax return We must report all transactions on a trade-date basis which is the date shown in the sale date column (Box 1a) The proceeds reported in Box 2 are less commissions, transfer charges, and premiums

We are not required to nor do we report gains or losses on these sales to the IRS We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends Wash sales are reported with tax cost equal to proceeds Disallowed losses from wash sales have been added to the tax cost of the repurchased securities An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. However, we have not made adjustments to the cost basis of all partnerships.

Short term transactions

This category includes all assets held 12 months or less

Description (Box 7)	Cusip (Box 1b)	Number of shares exchanged (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
AIR PRODUCTS & CHEMICALS INC	009158106	2	02/04/10	02/09/10	$137 00	$137 00	$0 00
AIR PRODUCTS & CHEMICALS INC	009158106	1	02/04/10	02/10/10	$68 47	$68 47	$0 00
AIR PRODUCTS & CHEMICALS INC	009158106	1	02/04/10	02/11/10	$68 48	$68 48	$0 00
AIR PRODUCTS & CHEMICALS INC	009158106	12	02/04/10	02/11/10	$821 81	$897 09	$-75 28
TOTAL S A SPONSORED ADR	89151E109	6	02/17/10	02/23/10	$340 57	$349 19	$-8 62
TOTAL S A SPONSORED ADR	89151E109	2	02/17/10	02/23/10	$113 84	$116 39	$-2 55
TOTAL S A SPONSORED ADR	89151E109	53	02/04/10	02/23/10	$3,016 66	$3,025 64	$-8 98
WILLIAMS COMPANIES	969457100	57	02/04/10	03/26/10	$1,295 03	$1,178 62	$116 41
WILLIAMS COMPANIES	969457100	20	02/17/10	03/26/10	$454 39	$447 35	$7 04
FREEPORT-MCMORAN COPPER & GOLD CL B	35671D857	4	02/17/10	04/08/10	$341 64	$297 75	$43 89
FREEPORT-MCMORAN COPPER & GOLD CL B	35671D857	4	02/04/10	04/08/10	$341 64	$269 31	$72 33
AVON PRODUCTS INC	054303102	31	02/04/10	04/08/10	$1,047 37	$955 96	$91 41
HARBOR INTERNATIONAL FUND	411511306	87 37	01/14/10	04/14/10	$5,000 00	$4,955 45	$44 55
COLUMBIA ACORN TR FD CL Z	197199409	718 39	01/14/10	04/14/10	$20,000 00	$18,211 21	$1,788 79
COLUMBIA ACORN TR INTL CL Z	197199813	202 98	01/25/10	04/14/10	$7,500 00	$6,951 96	$548 04
THORNBURG INVT TR INTL VALUE FD CL	885215566	283 23	01/25/10	04/14/10	$7,500 00	$7,021 35	$478 65
PHILIP MORRIS INTL INC	718172109	10	02/17/10	04/27/10	$486 23	$496 28	$-10 05

Short term transactions

This category includes all assets held 12 months or less

Description (Box 7)	Cusip (Box 1b)	Number of shares exchanged (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
AVON PRODUCTS INC	054303102	12	02/04/10	04/27/10	$394 39	$370 05	$24 34
FREEPORT-MCMORAN COPPER & GOLD CL B	35671D857	20	02/04/10	04/28/10	$1,530 93	$1,346 55	$184 38
AVON PRODUCTS INC	054303102	11	02/04/10	04/28/10	$357 76	$339 21	$18 55
PPL CORP	69351T106	5	02/22/10	04/29/10	$127 94	$148 05	$-20 11
PPL CORP	69351T106	13	02/22/10	04/29/10	$327 02	$384 93	$-57 91
PPL CORP	69351T106	35	02/22/10	04/29/10	$880 45	$1,036 35	$-155 90
BP AMOCO P L C ADR	055622104	1	02/04/10	04/29/10	$53 35	$53 64	$-0 29
BP AMOCO P L C ADR	055622104	13	02/04/10	04/29/10	$690 75	$697 29	$-6 54
BP AMOCO P L C ADR	055622104	4	02/17/10	04/29/10	$212 54	$216 63	$-4 09
BP AMOCO P L C ADR	055622104	10	02/04/10	04/29/10	$536 03	$536 37	$-0 34
GOLDMAN SACHS GROUP INC	38141G104	50	01/14/10	04/30/10	$7,177 59	$8,406 75	$-1,229 16
NORDSTROM INC	655664100	1	02/04/10	05/14/10	$39 96	$36 17	$3 79
NORDSTROM INC	655664100	18	02/04/10	05/14/10	$712 59	$651 01	$61 58
NORDSTROM INC	655664100	13	02/04/10	05/17/10	$502 27	$470 18	$32 09
PEABODY ENERGY CORP JR SUB DEB	704549AG9	2000	02/04/10	05/17/10	$1,973 78	$1,938 00	$35 78
NORDSTROM INC	655664100	8	02/04/10	05/17/10	$308 81	$289 34	$19 47
NORDSTROM INC	655664100	12	02/04/10	05/17/10	$465 77	$434 01	$31 76
FREEPORT-MCMORAN COPPER & GOLD CL B	35671D857	0 6	02/17/10	05/21/10	$41 61	$46 61	$-5 00
AMERICAN EAGLE OUTFITTERS INC NEW	02553E106	3	02/17/10	05/27/10	$38 07	$48 71	$-10 64
AMERICAN EAGLE OUTFITTERS INC NEW	02553E106	21	02/04/10	05/27/10	$266 50	$340 78	$-74 28
GILEAD SCIENCES INC	375558103	75	01/14/10	07/13/10	$2,639 57	$3,418 13	$-778 56
LOWES COMPANIES INC	548661107	100	01/14/10	07/13/10	$2,113 46	$2,335 50	$-222 04
CHEVRONTEXACO CORP	166764100	10	02/17/10	07/23/10	$729 13	$727 88	$1 25
GENERAL MILLS INC	370334104	32	02/04/10	07/29/10	$1,095 48	$1,109 40	$-13 92
COLGATE PALMOLIVE	194162103	6	02/17/10	07/29/10	$467 40	$484 67	$-17 27
COLGATE PALMOLIVE	194162103	24	02/04/10	07/29/10	$1,869 59	$1,921 38	$-51 79
GENERAL MILLS INC	370334104	18	02/17/10	07/29/10	$616 21	$639 43	$-23 22

Short term transactions

This category includes all assets held 12 months or less

Description (Box 7)	Cusip (Box 1b)	Number of shares exchanged (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
GENERAL MILLS INC	370334104	13	02/04/10	07/30/10	$445 49	$450 69	$-5 20
GENERAL MILLS INC	370334104	6	02/04/10	07/30/10	$205 68	$208 01	$-2 33
OCCIDENTAL PETROLEUM CORP	674599105	11	02/04/10	08/06/10	$839 75	$848 62	$-8 87
OCCIDENTAL PETROLEUM CORP	674599105	1	02/17/10	08/06/10	$76 18	$80 35	$-4 17
OCCIDENTAL PETROLEUM CORP	674599105	2	02/17/10	08/06/10	$151 52	$160 70	$-9 18
OCCIDENTAL PETROLEUM CORP	674599105	7	02/17/10	08/06/10	$534 38	$562 43	$-28 05
MCDONALDS CORP	580135101	2	02/04/10	09/09/10	$147 64	$128 82	$18 82
MCDONALDS CORP	580135101	6	02/04/10	09/09/10	$442 48	$386 45	$56 03
PG & E CORP	69331C108	11	02/04/10	09/10/10	$486 83	$460 54	$26 29
PG & E CORP	69331C108	2	02/04/10	09/10/10	$89 41	$83 74	$5 67
PG & E CORP	69331C108	7	02/04/10	09/13/10	$305 64	$293 07	$12 57
ISHARES INC MSCI MEXICO FREE INDEX	464286822	150	01/14/10	11/10/10	$8,828 10	$7,605 00	$1,223 10
PLUM CREEK TIMBER CO INC	729251108	17	02/04/10	11/23/10	$607 81	$623 86	$-16 05
PLUM CREEK TIMBER CO INC	729251108	7	02/04/10	11/23/10	$250 09	$256 88	$-6 79
ISHARES INC MSCI SOUTH KOREA INDEX	464286772	125	04/14/10	11/24/10	$6,931 42	$6,557 50	$373 92
PLUM CREEK TIMBER CO INC	729251108	24	02/04/10	12/01/10	$885 08	$880 74	$4 34
GENERAL DYNAMICS CORP	369550108	1	05/27/10	12/06/10	$67 37	$67 86	$-0 49
GENERAL DYNAMICS CORP	369550108	19	04/28/10	12/06/10	$1,280 05	$1,458 56	$-178 51
GOODRICH (B F) CO	382388106	3	02/17/10	12/06/10	$257 30	$192 71	$64 59
GOODRICH (B F) CO	382388106	3	02/17/10	12/06/10	$257 78	$192 71	$65 07
GENERAL DYNAMICS CORP	369550108	4	05/27/10	12/06/10	$269 48	$272 03	$-2 55
GENERAL DYNAMICS CORP	369550108	6	05/17/10	12/06/10	$404 23	$426 69	$-22 46
AVON PRODUCTS INC	054303102	5	02/04/10	12/06/10	$147 20	$154 19	$-6 99
PLUM CREEK TIMBER CO INC	729251108	7	02/17/10	12/06/10	$260 46	$254 99	$5 47
PLUM CREEK TIMBER CO INC	729251108	7	02/04/10	12/06/10	$260 46	$256 88	$3 58
COLGATE PALMOLIVE	194162103	15	02/04/10	12/06/10	$1,167 27	$1,200 86	$-33 59
FOOT LOCKER INC	344849104	3	02/17/10	12/06/10	$57 64	$37 91	$19 73

Short term transactions

This category includes all assets held 12 months or less

Description (Box 7)	Cusip (Box 1b)	Number of shares exchanged (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
GENERAL DYNAMICS CORP	369550108	3	04/28/10	12/06/10	$201 11	$230 30	$-29 19
FOOT LOCKER INC	344849104	1	02/04/10	12/06/10	$19 35	$11 79	$7 56
FOOT LOCKER INC	344849104	1	02/04/10	12/06/10	$19 34	$11 79	$7 55
FOOT LOCKER INC	344849104	17	02/04/10	12/06/10	$327 71	$200 48	$127 23
FOOT LOCKER INC	344849104	7	02/17/10	12/06/10	$134 94	$88 47	$46 47
AVON PRODUCTS INC	054303102	14	02/04/10	12/07/10	$410 67	$431 73	$-21 06
AVON PRODUCTS INC	054303102	7	02/17/10	12/07/10	$205 34	$213 13	$-7 79
FOOT LOCKER INC	344849104	10	02/04/10	12/07/10	$191 70	$117 93	$73 77
FOOT LOCKER INC	344849104	4	02/04/10	12/07/10	$77 40	$47 17	$30 23
GOODRICH (B F) CO	382388106	1	02/17/10	12/07/10	$86 14	$64 24	$21 90
GOODRICH (B F) CO	382388106	3	02/04/10	12/07/10	$258 41	$187 97	$70 44
Total short term gain/loss from sales:	Report on Form 1040, Schedule D, line 1, Column d, e and f				$102,290 93	$99,582 31	$2,708 62

Long term transactions

This category includes all assets held more than 12 months.

Description (Box 7)	Cusip (Box 1b)	Number of shares exchanged (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
SCHLUMBERGER LTD	806857108	50	02/27/08	01/14/10	$3,550 20	$4,424 88	$-874 68
EXXON MOBIL CORP	30231G102	300	12/10/06	01/14/10	$20,887 23	$22,689 00	$-1,801 77
YUM BRANDS INC	988498101	250	02/29/08	01/14/10	$9,003 63	$8,751 88	$251 75
WASTE MGMT INC DEL COM	94106L109	600	12/10/06	01/14/10	$20,589 21	$22,524 00	$-1,934 79
PROCTER & GAMBLE CO	742718109	375	12/10/06	01/14/10	$23,097 82	$23,941 88	$-844 06
PEPSICO INC	713448108	220	12/10/06	01/14/10	$13,792 72	$13,896 85	$-104 13
NORTEL NETWORKS CORP NEW	656568508	24	10/27/08	01/14/10	$0 97	$27 84	$-26 87
MICROSOFT CORP	594918104	1100	12/10/06	01/14/10	$33,591 04	$32,191 50	$1,399 54
LABORATORY CORP AMER HLDGS NEW	50540R409	150	02/29/08	01/14/10	$11,470 10	$11,752 13	$-282 03
KIMBERLY CLARK CORP	494368103	100	02/29/08	01/14/10	$6,327 41	$6,549 75	$-222 34

Long term transactions

This category includes all assets held more than 12 months.

Description (Box 7)	Cusip (Box 1b)	Number of shares exchanged (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
ISHARES TR MSCI EAFE INDEX FD	464287465	250	06/20/08	01/14/10	$14,429 81	$17,827 45	$-3,397 64
HARTFORD FINL SVCS GROUP INC COM	416515104	100	02/27/08	01/14/10	$2,716 71	$7,409 75	$-4,693 04
GENERAL ELECTRIC CO	369604103	120	12/10/06	01/14/10	$2,014 17	$4,227 90	$-2,213 73
GENERAL ELECTRIC CO	369604103	180	08/13/07	01/14/10	$3,021 26	$6,904 35	$-3,883 09
DISNEY WALT CO	254687106	350	05/23/07	01/14/10	$10,841 11	$12,626 10	$-1,784 99
DEERE & CO	244199105	75	02/28/08	01/14/10	$4,378 81	$6,490 31	$-2,111 50
COLUMBIA FDS SER TR I INTERMEDIATE	19765N468	7483 15	08/15/07	01/14/10	$66,600 00	$64,878 88	$1,721 12
COLUMBIA FDS SER TR SMALL CAP	19765J814	225 69	02/28/08	01/14/10	$3,234 09	$4,127 81	$-893 72
COLUMBIA FDS SER TR SMALL CAP	19765J814	696 41	11/02/07	01/14/10	$9,979 50	$15,404 50	$-5,425 00
COLUMBIA FDS SER TR SMALL CAP	19765J814	2647	12/10/06	01/14/10	$37 931 51	$60,536 89	$-22,605 38
COLUMBIA FDS SER TR MID CAP INDEX	19765J608	544 35	03/03/08	01/14/10	$5,214 85	$5,911 62	$-696 77
COLUMBIA FDS SER TR MID CAP INDEX	19765J608	7734 51	12/10/06	01/14/10	$74,096 56	$97,300 07	$-23,203 51
COLUMBIA FDS SER TR MID CAP INDEX	19765J608	1593 54	11/06/07	01/14/10	$15,266 13	$20,939 14	$-5,673 01
COLUMBIA FDS SER TR MARSICO INTL	19765H636	2452	12/10/06	01/14/10	$27,094 60	$37,098 76	$-10,004 16
COLUMBIA FDS SER TR MARSICO INTL	19765H636	1211 18	05/15/08	01/14/10	$13,383 53	$19,306 20	$-5,922 67
COLUMBIA FDS SER TR MARSICO INTL	19765H636	573 92	11/05/07	01/14/10	$6,341 84	$10,531 47	$-4,189 63
COLUMBIA FDS SER TR INTL VALUE FD	19765H586	6545	12/10/06	01/14/10	$96,931 45	$174,555 15	$-77,623 70
COCA COLA	191216100	150	02/29/08	01/14/10	$8,556 64	$8,764 13	$-207 49
CISCO SYSTEM INC	17275R102	500	12/10/06	01/14/10	$12,412 34	$13,528 74	$-1,116 40
WELLS FARGO & CO (NEW)	949746101	9	12/10/06	02/04/10	$245 72	$245 72	$0 00
AT&T INC	00206R102	26	12/10/06	02/04/10	$656 55	$656 55	$0 00
WAL MART STORES INC	931142103	4	10/08/08	02/04/10	$213 49	$213 49	$0 00
WAL MART STORES INC	931142103	167	10/08/08	02/04/10	$8,913 09	$9,052 65	$-139 56
VERIZON COMMUNICATIONS	92343V104	18	12/10/06	02/04/10	$518 44	$518 44	$0 00
VERIZON COMMUNICATIONS	92343V104	42	12/10/06	02/04/10	$1,209 68	$1,478 81	$-269 13

Long term transactions

This category includes all assets held more than 12 months

Description (Box 7)	Cusip (Box 1b)	Number of shares exchanged (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
UNITED TECHNOLOGIES CORP	913017109	7	05/23/07	02/04/10	$467 96	$467 96	$0 00
UNITED TECHNOLOGIES CORP	913017109	193	05/23/07	02/04/10	$12,902 37	$13,338 13	$-435 76
PHILIP MORRIS INTL INC	718172109	164	12/10/06	02/04/10	$7,568 27	$7,390 21	$178 06
PFIZER INC	717081103	19	12/10/06	02/04/10	$345 46	$345 46	$0 00
PFIZER INC	717081103	646	12/10/06	02/04/10	$11,745 74	$16,238 83	$-4,493 09
MONSANTO CO NEW	61166W101	2	02/28/08	02/04/10	$152 14	$152 14	$0 00
MONSANTO CO NEW	61166W101	81	02/28/08	02/04/10	$6,161 79	$9,552 12	$-3,390 33
WELLS FARGO & CO (NEW)	949746101	121	12/10/06	02/04/10	$3,303 55	$4,287 34	$-983 79
ABBOTT LABS	002824100	203	02/29/08	02/04/10	$11,047 62	$10,856 87	$190 75
ALTRIA GROUP INC	02209S103	353	12/10/06	02/04/10	$6,880 76	$6,924 01	$-43 25
ALTRIA GROUP INC	02209S103	11	12/10/06	02/04/10	$214 41	$214 41	$0 00
JOHNSON AND JOHNSON	478160104	81	10/08/08	02/04/10	$5,120 95	$4,994 26	$126 69
INTERNATIONAL BUSINESS MACHINES	459200101	21	08/13/07	02/04/10	$2,597 50	$2,378 41	$219 09
INTEL CORP	458140100	10	12/10/06	02/04/10	$189 92	$189 92	$0 00
INTEL CORP	458140100	215	12/10/06	02/04/10	$4,083 33	$4,456 15	$-372 82
CHEVRONTEXACO CORP	166764100	131	10/08/08	02/04/10	$9,370 64	$9,333 42	$37 22
JP MORGAN CHASE & CO	46625H100	98	05/23/07	02/17/10	$3,919 54	$3,919 54	$0 00
JP MORGAN CHASE & CO	46625H100	190	05/23/07	02/17/10	$7,599 10	$9,917 52	$-2,318 42
MERCK & CO INC	58933Y105	139	12/10/06	02/17/10	$5,182 19	$6,109 74	$-927 55
MERCK & CO INC	58933Y105	53	12/10/06	02/17/10	$1,975 95	$1,975 95	$0 00
AT&T INC	00206R102	26	12/23/06	02/22/10	$649 67	$911 72	$-262 05
AT&T INC	00206R102	5	12/10/06	02/22/10	$124 94	$174 40	$-49 46
VERIZON COMMUNICATIONS	92343V104	18	12/23/06	02/22/10	$521 20	$640 18	$-118 98
VERIZON COMMUNICATIONS	92343V104	7	12/10/06	02/22/10	$202 69	$246 47	$-43 78
COLUMBIA FDS SER TR I INTERMEDIATE	19765N468	5011 14	08/15/07	04/14/10	$45,000 00	$43,446 55	$1,553 45

Long term transactions

This category includes all assets held more than 12 months.

Description (Box 7)	Cusip (Box 1b)	Number of shares exchanged (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
MONSANTO CO NEW	61166W101	2	03/12/08	04/22/10	$130 87	$239 52	$-108 65
MONSANTO CO NEW	61166W101	2	02/28/08	04/22/10	$130 87	$235 86	$-104 99
MONSANTO CO NEW	61166W101	2	02/28/08	04/23/10	$130 50	$235 85	$-105 35
PHILIP MORRIS INTL INC	718172109	5	12/10/06	04/27/10	$243 11	$225 31	$17 80
ISHARES TR MSCI EAFE INDEX FD	464287465	500	10/08/08	05/17/10	$24,612 63	$23,328 75	$1,283 88
ISHARES TR MSCI EAFE INDEX FD	464287465	400	06/20/08	05/17/10	$19,690 11	$28,523 93	$-8,833 82
MONSANTO CO NEW	61166W101	7	02/28/08	05/27/10	$344 68	$825 49	$-480 81
MONSANTO CO NEW	61166W101	4	02/28/08	05/27/10	$194 75	$471 71	$-276 96
MONSANTO CO NEW	61166W101	2	02/28/08	05/27/10	$97 24	$235 86	$-138 62
YUM BRANDS INC	988498101	100	02/29/08	07/13/10	$4,143 42	$3,500 75	$642 67
WAL MART STORES INC	931142103	200	10/08/08	07/13/10	$10,042 83	$10,841 50	$-798 67
VANGUARD INTL EQUITY INDEX FD INC	922042858	600	05/07/08	07/13/10	$24,329 59	$30,878 25	$-6,548 66
PRAXAIR INC	74005P104	150	02/29/08	07/13/10	$12,527 03	$12,274 13	$252 90
PROCTER & GAMBLE CO	742718109	125	12/10/06	07/13/10	$7,814 23	$7,980 62	$-166 39
VANGUARD INTL EQUITY INDEX FD INC	922042858	400	05/15/08	07/13/10	$16,219 72	$21,017 50	$-4,797 78
PHILIP MORRIS INTL INC	718172109	200	12/10/06	07/13/10	$9,826 83	$9,012 45	$814 38
NEWS CORP CL A	65248E104	700	02/29/08	07/13/10	$9,215 34	$12,941 25	$-3,725 91
LABORATORY CORP AMER HLDGS NEW	50540R409	50	02/29/08	07/13/10	$3,775 18	$3,917 37	$-142 19
KIMBERLY CLARK CORP	494368103	100	02/29/08	07/13/10	$6,235 39	$6,549 75	$-314 36
JOHNSON AND JOHNSON	478160104	150	10/08/08	07/13/10	$9,095 09	$9,248 62	$-153 53
DISNEY WALT CO	254687106	100	05/23/07	07/13/10	$3,429 44	$3,607 46	$-178 02
AT&T INC	00206R102	250	12/10/06	07/13/10	$6,256 14	$8,720 08	$-2,463 94
CHEVRONTEXACO CORP	166764100	16	10/08/08	07/23/10	$1,166 60	$1,139 96	$26 64
FRONTIER COMMUNICATIONS CORP	35906A108	0 92	12/10/06	08/04/10	$7 01	$8 56	$-1 55
WAL MART STORES INC	931142103	29	10/08/08	08/06/10	$1,489 93	$1,572 02	$-82 09

Long term transactions

This category includes all assets held more than 12 months.

Description (Box 7)	Cusip (Box 1b)	Number of shares exchanged (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
WAL MART STORES INC	931142103	4	10/21/08	08/06/10	$205 51	$220 01	$-14 50
FRONTIER COMMUNICATIONS CORP	35906A108	8	12/10/06	08/06/10	$59 83	$74 10	$-14 27
FRONTIER COMMUNICATIONS CORP	35906A108	17	12/10/06	08/06/10	$127 90	$157 47	$-29 57
WELLS FARGO & CO (NEW)	949746101	100	12/10/06	11/10/10	$2,814 45	$3,543 25	$-728 80
AT&T INC	00206R102	100	12/10/06	11/10/10	$2,900 45	$3,488 03	$-587 58
Total long term gain/loss from sales:	Report on Form 1040, Schedule D, line 8, Column d, e, and f				$893,096 57	$1,110,761 71	$-217,665 14
Total proceeds reported to IRS on Form 1099-B					**$995,387.50**		

Form 990-PF Grants and Contributions Paid During the Year Statement 8

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Commonwealth Catholic Charities PO Box 6565 Richmond, VA 232600565	None Annual Fund	Public	35,000.
Faison School for Autism 1325 Palmyra Ave Richmond, VA 23227	None Staff Related Expense Fund	Educationa	5,000.
FETCH a Cure 5609 Patterson Ave, #D Richmond, VA 23226	None Chartiable Support	Public	3,000.
Longwood University 201 High Street Farmville, VA 23909	None Hull Springs Farm	Educationa	5,000.
Massey Cancer Center PO Box 980037 Richmond, VA 232980037	None Chartiable Support	Public	2,500.
Maymont Foundation 1700 Hampton Street Richmond, VA 23220	None Purchase of select silver pieces	Public	600.
Richmond Animal League 11401 International Dr Richmond, VA 23226	None Chartiable Support	Public	2,500.
Rose Group for Cross-Cultural Understanding 616 E St NW Cb 909 Washington, DC 20004	None Chartiable Support	Public	5,000.

Virginia Museum of Fine Arts 200 N Boulevard Richmond, VA 23220	None Chartiable Support	Public	1,500.
Visual Arts Center of Richmond 1812 W Main St Richmond, VA 23220-4520	None Chartiable Support	Public	2,000.
Woodrow Wilson Presidential Library Fdn PO Box 24 Staunton, VA 24402	None Chartiable Support	Public	5,000.
Longwood University 201 High Street Farmville, VA 23909	None RM & HM Smith Theatre Endowment Fund	Educationa	5,000.
Maymont Foundation 1700 Hampton Street Richmond, VA 23220	None McClenahan-Todd-Rawles Fund	Public	5,000.
Total to Form 990-PF, Part XV, line 3a			77,100.