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

OMB No 1545-0052

**2010**

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

For calendar year **2010**, or tax year beginning , **2010**, and ending , **20**

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 S. MASON COLE JR AND LULA P. COLE CHARITA** A Employer identification number **26-6779458**

Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number (see page 10 of the instructions)

P.O. BOX 1419

(804) 435-4246

City or town, state, and ZIP code C If exemption application is pending, check here ☐

KILMARNOCK, VA 22482

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation  
D 1 Foreign organizations, check here ☐  
2 Foreign organizations meeting the 85% test, check here and attach computation ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 3,734,225.** J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) \_\_\_\_\_  
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐  
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)
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Revenue	1	Contributions, gifts, grants, etc., received (attach schedule) . . . . .	NONE			
	2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B . . . . .				
	3	Interest on savings and temporary cash investments . . . . .				
	4	Dividends and interest from securities . . . . .	98,674.	95,741.		STMT 1
	5a	Gross rents . . . . .				
	b	Net rental income or (loss) . . . . .				
	6a	Net gain or (loss) from sale of assets not on line 10 . . . . .	8,726.			
	b	Gross sales price for all assets on line 6a . . . . .	933,659.			
	7	Capital gain net income (from Part IV, line 2) . . . . .		8,726.		
	8	Net short-term capital gain . . . . .				
Operating and Administrative Expenses	9	Income modifications . . . . .				
	10a	Gross sales less returns and allowances . . . . .				
	b	Less: Cost of goods sold <input type="checkbox"/> (c) . . . . .				
	11	Gross profit (or loss) (attach schedule) . . . . .				
		Other income (attach schedule) . . . . .				
	12	Total. Add lines 1 through 11. . . . .	107,400.	104,467.		
	13	Compensation of officers, directors, trustees, etc. . . . .	38,150.	38,150.		
	14	Other employee salaries and wages . . . . .				
	15	Pension plans, employee benefits . . . . .				
	16a	Legal fees (attach schedule) . . . . .				
	b	Accounting fees (attach schedule) STMT. 2 . . . . .	400.	400.	NONE	NONE
	c	Other professional fees (attach schedule) . . . . .				
	17	Interest . . . . .				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT. 3 . . . . .	2,761.	1,285.		
	19	Depreciation (attach schedule) and depletion . . . . .				
	20	Occupancy . . . . .				
	21	Travel, conferences, and meetings . . . . .				
	22	Printing and publications . . . . .				
	23	Other expenses (attach schedule) STMT. 4 . . . . .	96.	96.		
	24	Total operating and administrative expenses. Add lines 13 through 23 . . . . .	41,407.	39,931.	NONE	NONE
	25	Contributions, gifts, grants paid . . . . .	195,000.			195,000.
	26	Total expenses and disbursements. Add lines 24 and 25 . . . . .	236,407.	39,931.	NONE	195,000.
	27	Subtract line 26 from line 12: . . . . .				
	a	Excess of revenue over expenses and disbursements . . . . .	-129,007.			
	b	Net investment income (if negative, enter -0-) . . . . .		64,536.		
	c	Adjusted net income (if negative, enter -0-) . . . . .				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .				
	2	Savings and temporary cash investments . . . . .		157,107.	231,477.	231,477.
	3	Accounts receivable ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .				
	4	Pledges receivable ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U.S. and state government obligations (attach schedule) . . . . .	STMT 5	340,955.	221,276.	221,672.
	b	Investments - corporate stock (attach schedule) . . . . .	STMT 6	2,028,812.	1,938,630.	2,374,384.
	c	Investments - corporate bonds (attach schedule) . . . . .	STMT 9	653,822.	661,084.	697,292.
	11	Investments - land, buildings, and equipment basis . . . . .				
	Less: accumulated depreciation (attach schedule) ▶ . . . . .					
12	Investments - mortgage loans . . . . .					
13	Investments - other (attach schedule) . . . . .	STMT 10	211,800.	210,000.	209,400.	
14	Land, buildings, and equipment basis . . . . .					
	Less: accumulated depreciation (attach schedule) ▶ . . . . .					
15	Other assets (describe ▶ . . . . .)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .		3,392,496.	3,262,467.	3,734,225.	
Liabilities	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ . . . . .)				
23	Total liabilities (add lines 17 through 22) . . . . .					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .		3,392,496.	3,262,467.	
	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) . . . . .		3,392,496.	3,262,467.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .		3,392,496.	3,262,467.		

## 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	3,392,496.
2	Enter amount from Part I, line 27a . . . . .	2	-129,007.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11 . . . . .	3	4,982.
4	Add lines 1, 2, and 3 . . . . .	4	3,268,471.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12 . . . . .	5	6,004.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	3,262,467.

**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.)
<b>1a SEE PART IV DETAIL</b>					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
a					
b					
c					
d					
e					
<b>2 Capital gain net income or (net capital loss)</b>			<b>2</b>	<b>8,726.</b>	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b>			<b>3</b>		
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.					

**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))
2009	146,640.	3,361,501.	0.04362336944
2008			
2007			
2006			
2005			

<b>2 Total of line 1, column (d)</b>	<b>2</b>	0.04362336944
<b>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</b>	<b>3</b>	0.04362336944
<b>4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5</b>	<b>4</b>	3,583,904.
<b>5 Multiply line 4 by line 3</b>	<b>5</b>	156,342.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>	<b>6</b>	645.
<b>7 Add lines 5 and 6</b>	<b>7</b>	156,987.
<b>8 Enter qualifying distributions from Part XII, line 4</b>	<b>8</b>	195,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .			
Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	645.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		2	
3 Add lines 1 and 2 . . . . .		3	645.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	645.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010 . . . . .	6a	554.	
b Exempt foreign organizations-tax withheld at source . . . . .	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	554.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	1.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	92.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10		
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> . . . . .	11		

**Part VII-A Statements Regarding Activities**

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .	1a		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . 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.	1b		X
c Did the foundation file Form 1120-POL for this year? . . . . .	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities.	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	6		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV . . . . .	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ _____ STMT 13			
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 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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 <u>N/A</u>				
14	The books are in care of <u>SEE STATEMENT 14</u> Telephone no <u></u>			
Located at <u></u> ZIP + 4 <u></u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .	15		<input type="checkbox"/>
and enter the amount of tax-exempt interest received or accrued during the year . . . . .				
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	Yes	No
				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 <u></u>				

**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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? . . . . .	1b	
Organizations relying on a current notice regarding disaster assistance check here . . . . .		<input type="checkbox"/>
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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years <u></u>		
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 22 of the instructions) . . . . .	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 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.) . . . . .	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

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

- 5a During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? ☐ Yes ☒ No  
Organizations relying on a current notice regarding disaster assistance check here ☐
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d).
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No  
If "Yes" to 6b, file Form 8870.
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b

6b

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
SEE STATEMENT 15		38,150.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

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**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		NONE
Total number of others receiving over \$50,000 for professional services . . . . .		NONE

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

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

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**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	3,207,923.
b	Average of monthly cash balances	1b	219,658.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	210,900.
d	<b>Total</b> (add lines 1a, b, and c)	1d	3,638,481.
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	NONE
3	Subtract line 2 from line 1d	3	3,638,481.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	54,577.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,583,904.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	179,195.

**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	179,195.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	645.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	645.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	178,550.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	178,550.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	178,550.

**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	195,000.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	195,000.
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	645.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	194,355.

**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 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7 . . . . .				178,550.
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only . . . . .			NONE	
<b>b</b> Total for prior years 20 <u>08</u> , 20 <u>    </u> , 20 <u>    </u>		NONE		
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005 . . . . .	NONE			
<b>b</b> From 2006 . . . . .	NONE			
<b>c</b> From 2007 . . . . .	NONE			
<b>d</b> From 2008 . . . . .	NONE			
<b>e</b> From 2009 . . . . .	8,497.			
<b>f</b> Total of lines 3a through e . . . . .	8,497.			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4: ► \$ <u>195,000.</u>				
<b>a</b> Applied to 2009, but not more than line 2a . . .			NONE	
<b>b</b> Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . .	NONE			
<b>d</b> Applied to 2010 distributable amount . . . . .				178,550.
<b>e</b> Remaining amount distributed out of corpus . .	16,450.			
<b>5</b> Excess distributions carryover applied to 2010 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	24,947.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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 . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2009 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions . . . . .			NONE	
<b>f</b> Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 . . . . .				NONE
<b>7</b> 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) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .	24,947.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2006 . . . . .	NONE			
<b>b</b> Excess from 2007 . . . . .	NONE			
<b>c</b> Excess from 2008 . . . . .	NONE			
<b>d</b> Excess from 2009 . . . . .	8,497.			
<b>e</b> Excess from 2010 . . . . .	16,450.			

4942(j)(5)

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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
<b>a Paid during the year</b>  SEE STATEMENT 22				
<b>Total</b> .....			▶ <b>3a</b>	195,000.
<b>b Approved for future payment</b>				
<b>Total</b> .....			▶ <b>3b</b>	

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions on page 29 to verify calculations )

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)

NOT APPLICABLE

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

**SCHEDULE D**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

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

OMB No 1545-0092

**2010**

Name of estate or trust

THE S. MASON COLE JR AND LULA P. COLE CHARITA

Employer identification number

26-6779458

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

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

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b> SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			201.

<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	<b>1b</b>	10,681.
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	<b>2</b>	
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>3</b>	
<b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet . . . . .	<b>4</b>	( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ►	<b>5</b>	10,882.

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

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b> LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			12.

<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	<b>6b</b>	-2,168.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	<b>7</b>	
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>8</b>	
<b>9</b> Capital gain distributions . . . . .	<b>9</b>	
<b>10</b> Gain from Form 4797, Part I . . . . .	<b>10</b>	
<b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet . . . . .	<b>11</b>	( )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ►	<b>12</b>	-2,156.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr )	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		10,882.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
<b>a</b>	Total for year . . . . .	<b>14a</b>		-2,156.
<b>b</b>	Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . . .	<b>14b</b>		
<b>c</b>	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . . ▶	<b>15</b>		8,726.

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

<b>Part IV Capital Loss Limitation</b>	
<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the <b>smaller</b> of: <b>a</b> The loss on line 15, column (3) <b>or b</b> \$3,000 . . . . . <b>16</b> ( )

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

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

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

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

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

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

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>		
<b>18</b>	Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>		
<b>19</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	<b>19</b>		
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>		
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	<b>21</b>		
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>		
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>		
<b>24</b>	Enter the <b>smaller</b> of the amount on line 17 or \$2,300 . . . . .	<b>24</b>		
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> <b>No.</b> Enter the amount from line 23 . . . . .	<b>25</b>		
<b>26</b>	Subtract line 25 from line 24 . . . . .	<b>26</b>		
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> Enter the <b>smaller</b> of line 17 or line 22 . . . . .	<b>27</b>		
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>		
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>		
<b>30</b>	Multiply line 29 by 15% (.15) . . . . .	<b>30</b>		
<b>31</b>	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>31</b>		
<b>32</b>	Add lines 30 and 31 . . . . .	<b>32</b>		
<b>33</b>	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>33</b>		
<b>34</b>	<b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	<b>34</b>		

Schedule D (Form 1041) 2010



Department of the Treasury  
Internal Revenue Service

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

2010

Name of estate or trust

Employer identification number

THE S. MASON COLE JR AND LULA P. COLE CHARITA

26-6779458

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

<b>1b Total.</b> Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . .	10,681.00
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**For Paperwork Reduction Act Notice, see the Instructions for Form 1041.**

Schedule D-1 (Form 1041) 2010

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

Employer identification number

THE S. MASON COLE JR AND LULA P. COLE CHARITA

26-6779458

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
<b>6a</b> 200. APACHE CORP	07/17/2006	04/01/2010	20,642.00	19,976.00	666.00
400. AUTOMATIC DATA PROCESSING INC.	04/27/2006	10/19/2010	16,948.00	25,942.00	-8,994.00
400. BECTON DICKINSON & CO.	07/17/2006	04/01/2010	31,468.00	33,115.00	-1,647.00
200. BECTON DICKINSON & CO.	07/17/2006	10/19/2010	15,258.00	16,796.00	-1,538.00
500. CVS/CAREMARK CORP	04/27/2006	10/19/2010	15,260.00	19,935.00	-4,675.00
500. CHESAPEAKE ENERGY CORP	01/29/2009	04/01/2010	12,000.00	8,410.00	3,590.00
500. CISCO SYSTEMS INC	04/27/2006	04/01/2010	12,825.00	14,010.00	-1,185.00
600. COCA COLA CO	04/27/2006	04/01/2010	33,078.00	35,082.00	-2,004.00
150. CONOCOPHILLIPS	01/29/2009	10/19/2010	8,944.00	7,060.00	1,884.00
100. DIAMOND OFFSHORE COMMON	09/24/2009	10/19/2010	6,918.00	9,188.00	-2,270.00
40000. DISCOVER BANK CD GREENWOOD DEL 3.60% 10/	04/03/2008	10/09/2010	40,000.00	39,860.00	140.00
500. EXXON MOBIL CORP	09/08/2006	04/01/2010	33,685.00	45,203.00	-11,518.00
25000. FFCB 4.2 04/01/19	03/26/2009	06/17/2010	25,000.00	25,000.00	
50000. FHLB 4.7% 05/14/15	10/27/2008	05/24/2010	50,000.00	49,750.00	250.00
25000. FNMA 5.05% 06/13/18	10/16/2009	12/13/2010	25,000.00	25,935.00	-935.00
456.0755 FRONTIER COMMUNICATIONS CORP. B	09/24/2009	11/01/2010	3,995.00	4,158.00	-163.00
50000. GTE NORTHWEST COMMON DEB 6.3% 06/1/10	04/03/2008	06/01/2010	50,000.00	51,498.00	-1,498.00
400. GAMESTOP CORP	01/29/2009	09/16/2010	7,820.00	10,623.00	-2,803.00
700. GENERAL ELECTRIC CO	09/29/2006	04/01/2010	12,712.00	23,590.00	-10,878.00
25000. HARTFORD LIFE GLOBAL FDG TRS5.00% 2/15/1	04/26/2006	08/15/2010	25,000.00	24,000.00	1,000.00
25000. HOUSEHOLD FIN 6.375% 8/1/10	04/28/2006	08/01/2010	25,000.00	25,744.00	-744.00
500. INTEL CORP	04/27/2006	04/01/2010	11,085.00	13,465.00	-2,380.00
200. INTEL CORP	04/27/2006	10/19/2010	3,838.00	5,041.00	-1,203.00
550. ISHARES DOW JONES US BASIC MATERIALS	01/29/2009	04/01/2010	35,322.00	19,641.00	15,681.00
350. ISHARES DOW JONES US BASIC MATERIALS	05/21/2009	10/19/2010	23,289.00	14,327.00	8,962.00

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

Schedule D-1 (Form 1041) 2010

Employer identification number

26-6779458

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 150. JOHNSON & JOHNSON	04/27/2006	10/19/2010	9,477.00	10,133.00	-656.00
100. JOY GLOBAL INC.	09/24/2009	11/18/2010	7,578.00	4,652.00	2,926.00
600. LOWES COS INC	04/27/2006	04/01/2010	14,682.00	14,059.00	623.00
1000. MICROSOFT CORPORATION	04/27/2006	04/01/2010	28,691.00	29,388.00	-697.00
350. NEXTERA ENERGY INC COMMON	10/16/2008	10/19/2010	19,372.00	13,062.00	6,310.00
600. PEOPLE'S UNITED FINANCIAL	04/21/2009	10/19/2010	7,902.00	10,048.00	-2,146.00
400. PRIDE INTERNATIONAL INC.	01/29/2009	04/01/2010	12,248.00	6,209.00	6,039.00
400. PRIDE INTERNATIONAL INC.	01/29/2009	10/19/2010	12,356.00	6,209.00	6,147.00
100. SOUTHERN COMPANY	05/04/2009	10/19/2010	3,774.00	2,878.00	896.00
600. VALERO ENERGY CORP NEW	10/16/2008	10/19/2010	10,788.00	10,230.00	558.00
150. VERIZON COMMUNICATIONS INC	07/13/2006	10/19/2010	4,810.00	5,223.00	-413.00
25000. VHDA 3.80% 04/01/14	09/19/2007	03/01/2010	25,000.00	25,045.00	-45.00
25000. VIRGINIA ST RES AUTH 5.59% 11/01/2013 TXBL	12/14/2007	06/01/2010	25,000.00	25,319.00	-319.00
700. WELLS FARGO & CO NEW	07/17/2006	04/01/2010	21,784.00	20,913.00	871.00
<b>6b Total.</b> Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . .					-2,168.00

<b>6b Total.</b> Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . .	-2,168.00
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Schedule D-1 (Form 1041) 2010

FEDERAL CAPITAL GAIN DIVIDENDS  
=====SHORT-TERM CAPITAL GAIN DIVIDENDS  
-----

ISHARES BARCLAYS AGGREGATE BD

201.00  
-----

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

201.00  
=====LONG-TERM CAPITAL GAIN DIVIDENDS  
-----

## 15% RATE CAPITAL GAIN DIVIDENDS

ISHARES BARCLAYS AGGREGATE BD

12.00  
-----

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

12.00  
-----

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

12.00  
=====

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					201.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					12.	
18,615.00		300. AIRGAS INC PROPERTY TYPE: SECURITIES 14,298.00					12/01/2009 4,317.00	02/05/2010
20,642.00		200. APACHE CORP PROPERTY TYPE: SECURITIES 19,976.00					07/17/2006 666.00	04/01/2010
16,948.00		400. AUTOMATIC DATA PROCESSING INC. PROPERTY TYPE: SECURITIES 25,942.00					04/27/2006 -8,994.00	10/19/2010
31,468.00		400. BECTON DICKINSON & CO. PROPERTY TYPE: SECURITIES 33,115.00					07/17/2006 -1,647.00	04/01/2010
15,258.00		200. BECTON DICKINSON & CO. PROPERTY TYPE: SECURITIES 16,796.00					07/17/2006 -1,538.00	10/19/2010
15,260.00		500. CVS/CAREMARK CORP PROPERTY TYPE: SECURITIES 19,935.00					04/27/2006 -4,675.00	10/19/2010
5,710.00		200. CHESAPEAKE ENERGY CORP PROPERTY TYPE: SECURITIES 3,364.00					01/29/2009 2,346.00	01/05/2010
12,000.00		500. CHESAPEAKE ENERGY CORP PROPERTY TYPE: SECURITIES 8,410.00					01/29/2009 3,590.00	04/01/2010
12,825.00		500. CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES 14,010.00					04/27/2006 -1,185.00	04/01/2010
33,078.00		600. COCA COLA CO PROPERTY TYPE: SECURITIES 35,082.00					04/27/2006 -2,004.00	04/01/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
8,944.00		150. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 7,060.00					01/29/2009 1,884.00	10/19/2010
20,960.00		20000. CREDIT SUISSE FIRST BOSTON 6.125% PROPERTY TYPE: SECURITIES 21,750.00					12/14/2009 -790.00	11/18/2010
6,918.00		100. DIAMOND OFFSHORE COMMON PROPERTY TYPE: SECURITIES 9,080.00					04/01/2010 -2,162.00	10/19/2010
6,918.00		100. DIAMOND OFFSHORE COMMON PROPERTY TYPE: SECURITIES 9,188.00					09/24/2009 -2,270.00	10/19/2010
40,000.00		40000. DISCOVER BANK CD GREENWOOD DEL 3. PROPERTY TYPE: SECURITIES 39,860.00					04/03/2008 140.00	10/09/2010
33,685.00		500. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 45,203.00					09/08/2006 -11,518.00	04/01/2010
25,000.00		25000. FHLMC 6% 02/09/22 PROPERTY TYPE: SECURITIES 25,372.00					10/09/2009 -372.00	02/09/2010
25,000.00		25000. FFCB 4.2 04/01/19 PROPERTY TYPE: SECURITIES 25,000.00					03/26/2009 06/17/2010	06/17/2010
25,000.00		25000. FHLB 5.125% 12/13/17 PROPERTY TYPE: SECURITIES 25,938.00					12/18/2009 -938.00	12/13/2010
30,000.00		30000. FHLB 5% 04/23/18 PROPERTY TYPE: SECURITIES 30,679.00					09/10/2009 -679.00	04/23/2010
50,000.00		50000. FHLB 4.7% 05/14/15 PROPERTY TYPE: SECURITIES 49,750.00					10/27/2008 250.00	05/24/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
25,000.00		25000. FNMA 5.05% 06/13/18 PROPERTY TYPE: SECURITIES 25,935.00					10/16/2009 -935.00	12/13/2010
3,995.00		456.0755 FRONTIER COMMUNICATIONS CORP. B PROPERTY TYPE: SECURITIES 4,158.00					09/24/2009 -163.00	11/01/2010
50,000.00		50000. GTE NORTHWEST COMMON DEB 6.3% 06/ PROPERTY TYPE: SECURITIES 51,498.00					04/03/2008 -1,498.00	06/01/2010
7,820.00		400. GAMESTOP CORP PROPERTY TYPE: SECURITIES 10,623.00					01/29/2009 -2,803.00	09/16/2010
12,712.00		700. GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES 23,590.00					09/29/2006 -10,878.00	04/01/2010
25,000.00		25000. HARTFORD LIFE GLOBAL FDG TRS5.00% PROPERTY TYPE: SECURITIES 24,000.00					04/26/2006 1,000.00	08/15/2010
25,000.00		25000. HOUSEHOLD FIN 6.375% 8/1/10 PROPERTY TYPE: SECURITIES 25,744.00					04/28/2006 -744.00	08/01/2010
11,085.00		500. INTEL CORP PROPERTY TYPE: SECURITIES 13,465.00					04/27/2006 -2,380.00	04/01/2010
3,838.00		200. INTEL CORP PROPERTY TYPE: SECURITIES 5,041.00					04/27/2006 -1,203.00	10/19/2010
35,322.00		550. ISHARES DOW JONES US BASIC MATERIAL PROPERTY TYPE: SECURITIES 19,641.00					01/29/2009 15,681.00	04/01/2010
23,289.00		350. ISHARES DOW JONES US BASIC MATERIAL PROPERTY TYPE: SECURITIES 14,327.00					05/21/2009 8,962.00	10/19/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
9,477.00		150. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 10,133.00					04/27/2006 -656.00	10/19/2010
6,710.00		100. JOY GLOBAL INC. PROPERTY TYPE: SECURITIES 4,652.00					09/24/2009 2,058.00	09/17/2010
7,578.00		100. JOY GLOBAL INC. PROPERTY TYPE: SECURITIES 4,652.00					09/24/2009 2,926.00	11/18/2010
14,682.00		600. LOWES COS INC PROPERTY TYPE: SECURITIES 14,059.00					04/27/2006 623.00	04/01/2010
28,691.00		1000. MICROSOFT CORPORATION PROPERTY TYPE: SECURITIES 29,388.00					04/27/2006 -697.00	04/01/2010
20,984.00		200. MILLIPORE CORP PROPERTY TYPE: SECURITIES 13,802.00					12/01/2009 7,182.00	03/01/2010
19,372.00		350. NEXTERA ENERGY INC COMMON PROPERTY TYPE: SECURITIES 13,062.00					10/16/2008 6,310.00	10/19/2010
7,902.00		600. PEOPLE'S UNITED FINANCIAL PROPERTY TYPE: SECURITIES 10,048.00					04/21/2009 -2,146.00	10/19/2010
12,248.00		400. PRIDE INTERNATIONAL INC. PROPERTY TYPE: SECURITIES 6,209.00					01/29/2009 6,039.00	04/01/2010
12,356.00		400. PRIDE INTERNATIONAL INC. PROPERTY TYPE: SECURITIES 6,209.00					01/29/2009 6,147.00	10/19/2010
3,774.00		100. SOUTHERN COMPANY PROPERTY TYPE: SECURITIES 2,878.00					05/04/2009 896.00	10/19/2010



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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
10,788.00		600. VALERO ENERGY CORP NEW PROPERTY TYPE: SECURITIES 10,230.00					10/16/2008 558.00	10/19/2010
4,810.00		150. VERIZON COMMUNICATIONS INC PROPERTY TYPE: SECURITIES 5,223.00					07/13/2006 -413.00	10/19/2010
25,000.00		25000. VA TRANSIT 3.10% 4/1/10 YLD 3.75% PROPERTY TYPE: SECURITIES 25,281.00					09/14/2009 -281.00	04/01/2010
25,000.00		25000. VHDA 3.80% 04/01/14 PROPERTY TYPE: SECURITIES 25,045.00					09/19/2007 -45.00	03/01/2010
25,000.00		25000. VIRGINIA ST RES AUTH 5.59% 11/01/ PROPERTY TYPE: SECURITIES 25,319.00					12/14/2007 -319.00	06/01/2010
21,784.00		700. WELLS FARGO & CO NEW PROPERTY TYPE: SECURITIES 20,913.00					07/17/2006 871.00	04/01/2010
TOTAL GAIN(LOSS) .....		.....					----- 8,726. =====	

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	98,674.	95,741.
TOTAL	98,674.	95,741.
	=====	=====

## FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	400.	400.		
TOTALS	400.	400.	NONE	NONE
	=====	=====	=====	=====

## FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
REAL ESTATE TAX ON NON-RENTAL	1,047.	1,047.
FEDERAL TAX PAYMENT - PRIOR YE	922.	
FEDERAL ESTIMATES - PRINCIPAL	554.	
FOREIGN TAXES ON QUALIFIED FOR	238.	238.
	-----	-----
TOTALS	2,761.	1,285.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ADMINISTRATIVE & LEGAL EXPENSE	96.	96.
TOTALS	----- 96. =====	----- 96. =====

## FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FFCB 3.75% 1/29/16		
FFCB 4.2% 4/1/19	5,137.	5,328.
FHLB 3.875% 12/11/15		
FHLB 4.7% 5/14/15	5,141.	5,380.
FHLB 5.25% 1/4/18		
FHLB 5% 4/23/18	31,692.	30,006.
FHLB 5.125% 12/13/17		
FHLMC 6% 2/9/22		
FNMA 5.05% 6/13/18		
HOPEWELL VA 3% 7/15/15	5,044.	5,167.
VA TRANSIT 3.10% 4/1/10		
VASHSG 5.125% 1/1/15	5,133.	5,069.
VHDA 3.80% 4/1/14		
VHDA 4% 10/1/13	25,425.	26,365.
VA ST RES AUTH 5.59% 11/1/13	5,064.	5,525.
FFCB 4.85% 05/02/18	25,592.	25,348.
FHLB 4.375% 06/15/19	37,062.	37,647.
FHLB 6.00% 05/12/11	20,868.	20,414.
MANASSAS PK VA 5.25% 7/15/15	40,000.	40,130.
ST CHAS ILL PK 3.15% 12/15/15	15,118.	15,293.
TOTALS	221,276.	221,672.

## FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
AFLAC INC	35,772.	45,144.
ABBOTT LABS	31,131.	33,537.
AIRGAS INC.		
ALLIANT ENERGY CORP	21,010.	29,416.
ALLSTATE CORP	42,960.	38,256.
AMGEN INC	19,052.	21,960.
APACHE CORP	27,873.	23,846.
AUTODESK	7,951.	15,280.
AUTOMATIC DATA PROCESSING INC	3,712.	4,628.
BECTON DICKINSON & CO		
BEST BUY INC	46,767.	34,290.
CVS/CAREMARK CORP	71,820.	59,109.
CERNER CORP	22,303.	28,422.
CHESAPEAKE ENERGY CORP	12,065.	12,955.
CHUBB CORP	49,488.	59,640.
CISCO SYSTEMS INC	11,255.	10,115.
CLOROX CO DEL	20,237.	25,312.
COCA COLA CO		
COLGATE PALMOLIVE CO	27,072.	32,148.
CONOCOPHILLIPS	36,853.	57,885.
DIAMOND OFFSHORE COM	21,074.	20,061.
DRESSER-RAND GROUP INC	14,717.	21,295.
EXXON MOBIL CORP		
FPL GROUP, INC W/RIGHTS	15,277.	13,728.
GAMESTOP CORP	63,493.	56,768.
GENERAL DYNAMICS CORP	14,120.	20,119.
GENERAL ELECTRIC CO	35,101.	45,300.
HARRIS CORP DEL	19,325.	16,840.
HEWLETT-PACKARD CO		

## FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
HOME DEPOT INC	11,056.	14,024.
IBM CORP	46,402.	58,704.
ILLINOIS TOOL WORKS INC	26,210.	26,700.
INTEL CORP	11,740.	10,515.
ISHARES DOW JONES TECH	12,266.	19,314.
ISHARES DJ US FINL	56,371.	86,220.
ISHARES DJ US BASIC MATERIALS	4,319.	7,746.
ISHARES MSCI EAFE	72,945.	104,796.
ISHARES R2000 INDEX	85,567.	140,832.
ISHARES RUSSELL MIDCAP INDEX	147,923.	244,200.
J M SMUCKER CO	5,978.	6,565.
JOHNSON & JOHNSON	56,208.	52,573.
JOY GLOBAL INC		
LIFE TECHNOLOGIES CORP	16,278.	33,300.
LILLY, ELI & CO W/RIGHTS	34,472.	35,040.
LOWES COS INC		
MCDONALDS CORP	40,310.	53,732.
MICROSOFT CORP	29,488.	27,910.
MILLIPORE CORP		
PEOPLE'S UNITED FINL		
PHILIP MORRIS INTL INC	15,844.	23,412.
PRIDE INTL INC		
PROCTER & GAMBLE CO	28,959.	32,165.
SEI INVESTMENTS CO	29,180.	35,685.
SPDR GOLD SHS	24,425.	34,680.
SOUTHERN CO	5,723.	7,646.
STERICYCLE INC	29,985.	48,552.
SYNOPSYS INC	24,738.	29,601.
TARGET CORP	31,632.	36,078.



## FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VALERO ENERGY CORP NEW	9,653.	13,872.
VERIZON COMMUNICATIONS	56,410.	62,615.
WELLS FARGO & CO NEW		
ISHARES BARCLAYS AGG BD FD	20,892.	21,150.
CME GROUP INC	13,915.	16,088.
CAPITAL ONE FINL CORP	13,559.	14,896.
CONSTELLATION BRD-CL A	23,057.	31,010.
DISH NETWORK CORP	13,488.	12,779.
FISERV INC	25,530.	29,280.
ISHARES DJ INDUSTRIAL	35,148.	39,240.
KOHL'S CORP	20,728.	21,736.
LABORATORY CORP OF AMER	7,704.	8,792.
MURPHY OIL CORP	28,790.	37,275.
NEXTERA ENERGY INC COMMON	15,264.	15,597.
NOBLE CORP	29,523.	28,616.
PPL CORP	11,170.	10,528.
SEALED AIR CORP	10,650.	12,725.
SYMANTEC CORP	25,200.	25,110.
TEXAS INSTRUMENTS INC	24,609.	32,500.
UNION PACIFIC CORP	12,608.	13,899.
WATERS CORP	13,500.	15,542.
ISHARES SILVER TRUST	8,785.	15,090.
TOTALS	1,938,630.	2,374,384.

## FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
AT&T COM GLOBAL 5.5% 2/1/18	49,550.	55,268.
AMER GEN FIN CORP 6% 11/15/14	19,425.	16,850.
BB&T CORP SUB NT 5.2% 12/23/15	74,525.	81,449.
BK AMER CORP NTS 5.35% 2/15/18	24,381.	24,838.
CENTRYTEL INC 5% 2/15/15	10,000.	10,107.
CON EDISON NY 5.55% 4/1/14	25,272.	27,606.
CRED SUISSE 1ST BOSTON 6.125%		
DOW CHEM CO 8.65% 8/15/13	26,052.	27,888.
EATON CORP 4.9% 5/15/13	14,671.	16,174.
GMAC LLC 6% 4/11/11	7,925.	10,050.
GTE NORTHWEST 6% 6/1/10		
HSBC 5.75% 11/15/17	15,000.	15,439.
HARTFORD LIFE GBL 5% 2/15/16		
HOUSEHOLD FIN 6.375% 8/1/10		
MERCK 4.75% 3/1/15	34,835.	35,180.
OCCIDENTAL PETE 4.125% 6/1/16	29,925.	32,393.
SHELL INT 4.3% 9/22/19	25,000.	26,090.
TARGET GROUP 6% 1/15/18	15,150.	17,414.
UNION PAC CORP 5.125% 2/15/14	24,938.	27,094.
VERIZON 5.5% 2/15/18	97,333.	110,192.
VERIZON PENN 5.65% 11/15/11	24,551.	26,012.
DISCOVER BK CD 3.60% 10/12/10		
COMPUTER SCIENCE CORP 6.5% 3/1	22,200.	21,871.
DELL INC NT 5.65% 4/15/18	17,701.	17,360.
DELMARVA PR & LT 5% 6/1/15	26,673.	25,940.
PITNEY BOWES GMED NTS 4.75% 5/	25,764.	24,983.
WAL MART STORES 3.25% 10/25/20	50,213.	47,094.
	-----	-----
TOTALS	661,084.	697,292.
	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS  
=====

DESCRIPTION -----	COST/ FMV		ENDING BOOK VALUE -----	ENDING FMV ----
	C	OR F		
HOUSEHOLD CONTENTS	C			
LOT 3 MAP 23A, KILMARNOCK VA	C		210,000.	209,400.
			-----	-----
TOTALS			210,000.	209,400.
			=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES  
=====DESCRIPTION  
-----AMOUNT  
-----

ADJ FOR VA ST RES BD CALLED 6/2010	4,506.
ADJ FOR OVERPYMT OF INT ON CHESVEST MMKT FD	215.
ADJ TO TAX COST PER VERIZON & FRONTIER SPIN OFF	259.
ADJ DUE TO ROUNDING	2.

TOTAL

-----  
4,982.  
=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES  
=====DESCRIPTION  
-----AMOUNT  
-----

ADJ FOR 2010 PURC ACCRUED INTEREST CARRYOVER TO 2011	499.
ADJ TO CORRECT INT VERIZON 5.5% POSTED IN ERROR	2,750.
ADJ FOR MAINTENANCE TO REAL PROPERTY	2,755.

TOTAL

-----  
6,004.  
=====

-----  
STATE(S) WHERE THE FOUNDATION IS REGISTERED  
=====

VA

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF  
=====

NAME: CHESAPEAKE TRUST COMPANY  
SHERRI L. CLOUSER,  
ADDRESS: P. O. BOX 1419  
KILMARNOCK, VA 22482  
  
TELEPHONE NUMBER: (804)435-4246

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

=====

OFFICER NAME:

CHESAPEAKE TRUST COMPANY

ADDRESS:

P. O. BOX 1419

KILMARNOCK, VA 22482

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION ..... 38,150.

TOTAL COMPENSATION:

38,150.

=====



RECIPIENT NAME:  
KILMARNOCK LANCASTER VOLUNTEER  
RESCUE SQUAD  
ADDRESS:  
P O BOX 333  
KILMARNOCK, VA 22482  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
RAPPAHANNOCK GENERAL HOSPITAL  
FOUNDATION  
ADDRESS:  
101 HARRIS ROAD  
KILMARNOCK, VA 22482  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
MEDICAL  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:  
LANCASTER COMMUNITY LIBRARY  
ADDRESS:  
235 SCHOOL STREET  
KILMARNOCK, VA 22482  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
RAPPAHANNOCK ART LEAGUE  
ADDRESS:  
19 NORTH MAIN STREET  
KILMARNOCK, VA 22482  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
NORTHERN NECK FREE HEALTH CLINIC  
ADDRESS:  
P O BOX 1694  
KILMARNOCK, VA 22482  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
MEDICAL  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
NORTHERN NECK POWER AND SAIL SQUADR  
C/O HELEN KELLY, COMMANDER  
ADDRESS:  
P O BOX 245  
KILMARNOCK, VA 22482  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
WESTMORELAND PLAYERS  
ADDRESS:  
P. O. BOX 253  
CALLAO, VA 22435  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:  
MOBJACK BAY POWER SQUADRON  
C/O COMMANDER ROBERT LEBOEUF  
ADDRESS:  
1411 WILTON CREEK  
KILMARNOCK, VA 22482  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
NORTHERN NECK APVA  
C/O ELIZABETH WOLF, DIRECTOR  
ADDRESS:  
P O BOX 339  
WARSAW, VA 22572  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
PARTNERS FOR LANCASTER COUNTY  
SCHOOLS FDN  
ADDRESS:  
P. O. BOX 144  
IRVINGTON, VA 22480  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
EDUCATIONAL  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:  
P. T. ATKINSON MUSEUM AT HAMPDEN  
SYDNEY COLLEGE  
ADDRESS:  
COLLEGE ROAD  
FARMVILLE, VA 23901  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
BOYS AND GIRLS CLUB OF THE  
NORTHERN NECK  
ADDRESS:  
P O BOX 564  
KILMARNOCK, VA 22482  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
INTERFAITH COUNCIL  
C/O JEANNIE KING  
ADDRESS:  
P. O. BOX 868  
KILMARNOCK, VA 22482  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:  
ANIMAL WELFARE LEAGUE  
C/O JUDY HARVELL  
ADDRESS:  
P O BOX 975  
WHITE STONE, VA 22578  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
RAPPAHANNOCK FOUNDATION  
FOR THE ARTS  
ADDRESS:  
P. O. BOX 459  
KILMARNOCK, VA 22482  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
NORTHERN NECK FOOD BANK  
ADDRESS:  
P. O. BOX 93  
WHITE STONE, VA 22578  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
KILMARNOCK VOLUNTEER FIRE DEPT  
ADDRESS:  
P. O. BOX 1295  
KILMARNOCK, VA 22482  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
HOSPICE SUPPORT SERVICES OF  
NORTHERN NECK  
ADDRESS:  
P. O. BOX 262  
WARSAW, VA 22572  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
FAMILY MATERNITY CENTER OF THE  
NORTHERN NECK, INC.  
ADDRESS:  
11450 MARY BALL ROAD  
LANCASTER, VA 22503  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
THE RWC FOUNDATION  
ADDRESS:  
132 LANCASTER DRIVE  
IRVINGTON, VA 22480  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
CHARITABLE  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 10,000.

TOTAL GRANTS PAID: 195,000.  
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