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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 01-01-2010 , and ending 12-31-2010

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
TAYLOR FOUNDATION

A Employer identification number
54-0555235

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
7421 CENTRAL BUSINESS PARK DRIVE NO 106B

B Telephone number (see page 10 of the instructions)
(757) 857-6081

City or town, state, and ZIP code
NORFOLK, VA 23513

C If exemption application is pending, check here ☐
D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,688,801

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	73	73		
	4	Dividends and interest from securities	43,609	43,609		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-113,501			
	b	Gross sales price for all assets on line 6a 2,529,601				
	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) (attach schedule)				
	11	Other income (attach schedule)	742	742		
	12	**Total.** Add lines 1 through 11	-69,077	44,424		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	11,000	4,400		6,600
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,150	860		1,290
	c	Other professional fees (attach schedule)	4,334	4,334		0
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	2,209	0		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	1,503	601		902
	22	Printing and publications				
	23	Other expenses (attach schedule)	589	235		354
	24	**Total operating and administrative expenses.** Add lines 13 through 23	21,785	10,430		9,146
	25	Contributions, gifts, grants paid	104,750			104,750
	26	**Total expenses and disbursements.** Add lines 24 and 25	126,535	10,430		113,896
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-195,612			
	b	**Net investment income** (if negative, enter -0-)		33,994		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	41,538	37,843	37,843
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ ___ Less allowance for doubtful accounts ▶ ___			
	4 Pledges receivable ▶ ___ Less allowance for doubtful accounts ▶ ___			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 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			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	1,708,048	1,516,131	1,650,958
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ ___ Less accumulated depreciation (attach schedule) ▶ ___			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ ___ Less accumulated depreciation (attach schedule) ▶ ___			
	15 Other assets (describe ▶ ___)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,749,586	1,553,974	1,688,801
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)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,199,583	2,199,583	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	-449,997	-645,609	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	1,749,586	1,553,974	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,749,586	1,553,974	

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	1,749,586
2	Enter amount from Part I, line 27a	2	-195,612
3	Other increases not included in line 2 (itemize) ▶ ___	3	0
4	Add lines 1, 2, and 3	4	1,553,974
5	Decreases not included in line 2 (itemize) ▶ ___	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,553,974

Part IV Capital Gains and Losses for Tax on Investment Income

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-113,501
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	112,251	1,464,688	0 076638
2008	84,669	1,685,692	0 050228
2007	156,423	2,011,695	0 077757
2006	170,969	1,966,392	0 086946
2005	171,405	1,934,264	0 088615

2	**Total** of line 1, column (d).	2	0 380184
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	0 076037
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	1,612,248
5	Multiply line 4 by line 3.	5	122,591
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	340
7	Add lines 5 and 6.	7	122,931
8	Enter qualifying distributions from Part XII, line 4.	8	113,896

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of 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	680
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	680
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	680
6	Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a		
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	0
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached		8	18
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	698
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** ▶	**Refunded** ▶	11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶ROBERT T TAYLOR Telephone no ▶(757) 857-6081

Located at ▶7421 CENTRAL BUSINESS PARK DRIVE SUITE 106B NORFOLK VA ZIP+4 ▶23513

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

			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		No

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 20 of the instructions)?	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		No
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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☑ **No**			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☑ **No**			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☑ **No**			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ **Yes** ☑ **No**			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ **Yes** ☐ **No**			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ **Yes** ☑ **No**			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		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?	**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 Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				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 (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services. . . . . ▶ 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	
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 N/A	0
2	
All other program-related investments See page 24 of the instructions	
3	

Total. Add lines 1 through 3. . . . . ▶ 0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,585,751
b	Average of monthly cash balances	1b	51,049
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,636,800
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	1,636,800
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	24,552
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,612,248
6	**Minimum investment return.** Enter 5% of line 5	6	80,612

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	80,612
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 680		
b	Income tax for 2010 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	680
3	Distributable amount before adjustments Subtract line 2c from line 1	3	79,932
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	79,932
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	79,932

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	113,896
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	113,896
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	113,896

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
1 Distributable amount for 2010 from Part XI, line 7					79,932
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only.				0	
b Total for prior years 20___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2010					
a From 2005.	76,228				
b From 2006.	78,788				
c From 2007.	57,944				
d From 2008.	2,885				
e From 2009.	40,290				
f **Total** of lines 3a through e.		256,135			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 113,896					
a Applied to 2009, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .		0			
d Applied to 2010 distributable amount.					79,932
e Remaining amount distributed out of corpus		33,964			
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		290,099			
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 page 27 of the instructions . . .			0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				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) (see page 27 of the instructions)		0			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		76,228			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		213,871			
10 Analysis of line 9					
a Excess from 2006. . . .	78,788				
b Excess from 2007. . . .	57,944				
c Excess from 2008. . . .	2,885				
d Excess from 2009. . . .	40,290				
e Excess from 2010. . . .	33,964				

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

1a 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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	**(b)** 2009	**(c)** 2008	**(d)** 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

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

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

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

ROBERT T TAYLOR
7421 CENTRAL BUSINESS PARK DRIVE
SUITE 106B
NORFOLK,VA 23502
(757) 857-6081

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

LETTER

c Any submission deadlines

DECEMBER 1

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

THERE ARE NO FORMAL RESTRICTIONS OR LIMITATIONS ON AWARDS, BUT AS A MATTER OF LONGSTANDING POLICY, THE FOUNDATION GENERALLY LIMITS ITS GIFTS TO COMMUNITY AND GENERAL CHARITIES INCLUDING HOSPITALS, RELIGIOUS AND EDUCATIONAL ENTITIES LOCATED WITHIN VIRGINIA, NORTH CAROLINA AND FLORIDA

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 Additional Data Table				
Total . . . . ▶ **3a**				104,750
b *Approved for future payment*				
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 (See page 28 of the instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	73	
4 Dividends and interest from securities			14	43,609	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	742	
8 Gain or (loss) from sales of assets other than inventory			18	-113,501	
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		-69,077	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . **13** -69,077

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

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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)**		**No**
	(2) Other assets.	**1a(2)**		**No**
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
	(4) Reimbursement arrangements.	**1b(4)**		**No**
	(5) Loans or loan guarantees.	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2011-11-15 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

		Date	Check if self-employed ☐	PTIN
Preparer's Signature	DAVID M CHASE			
Firm's name	WALL EINHORN & CHERNITZER PC		Firm's EIN	
Firm's address	555 E MAIN ST SUITE 1600 NORFOLK, VA 23510		Phone no (757) 625-4700	

TY 2010 Accounting Fees Schedule

Name: TAYLOR FOUNDATION

EIN: 54-0555235

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,150	860		1,290

TY 2010 Investments Corporate Stock Schedule

Name: TAYLOR FOUNDATION

EIN: 54-0555235

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	1,516,131	1,650,958

TY 2010 Other Expenses Schedule

Name: TAYLOR FOUNDATION

EIN: 54-0555235

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SHIPPING EXPENSE	263	105		158
BANK CHARGES	326	130		196

TY 2010 Other Income Schedule

Name: TAYLOR FOUNDATION

EIN: 54-0555235

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	742	742	742

TY 2010 Other Professional Fees Schedule

Name: TAYLOR FOUNDATION

EIN: 54-0555235

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	4,334	4,334		0

TY 2010 Taxes Schedule

Name: TAYLOR FOUNDATION

EIN: 54-0555235

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES	2,209	0		0

Additional Data

Software ID:
Software Version:
EIN: 54-0555235
Name: TAYLOR FOUNDATION

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

	(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)
A	ARTIO GLOBAL HIGH INCOME FUND	P		2010-02-04
B	LAZARD FUNDS INC	P		2010-02-04
C	NATIXIS FDS TR IV AEW REAL	P		2010-02-04
D	PIMCO FOREIGN BOND FUND UNHEDGED	P		2010-02-04
E	COLUMBIA SELECT SMAL CAP FUND	P		2010-02-18
F	KALMAR POOLED INVT TR	P		2010-02-18
G	ARTIO INTL EQUITY FUND II	P		2010-03-23
H	COLUMBIA VALUE AND RESTRUCTURING	P		2010-03-23
I	COLUMBIA BOND FUND	P		2010-03-23
J	WILLIAM BLAIR FUND	P		2010-05-26
K	COLUMBIA SELECT OPPORTUNITIES	P		2010-05-26
L	COLUMBIA SELECT LARGE CAP GROWTH	P		2010-05-26
M	POWERSHARES QQQ TR	P		2010-06-24
N	PIMCO COMMODITY REALRETURN	P		2010-06-25
O	PIMCO COMMODITY REALRETURN	P		2010-06-25
P	ISHARES MSCI EMERGING MKTS INDEX	P		2010-06-29
Q	WISDOMTREE EMERGING MKTS	P		2010-06-29
R	ISHARES RUSSELL 2000 INDEX	P		2010-07-12
S	SPDR S&P MIDCAR 400 ETF TR	P		2010-07-12
T	POWERSHARES QQQ TR	P		2010-10-13
U	POWERSHARES QQQ TR	P		2010-11-09
V	CM ULTRA SHORT TERM BOND	P		2010-12-13
W	ISHARES MSCI EMERGING MKTS INDEX	P		2010-12-15
X	ISHARES MSCI EAFE INDEX	P		2010-12-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

	(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	56,052		56,827	-775
B	68,150		69,561	-1,411
C	44,389		73,779	-29,390
D	135,610		131,550	4,060
E	59,932		75,003	-15,071
F	64,664		85,689	-21,025
G	124,574		175,000	-50,426
H	113,181		116,973	-3,792
I	387,974		364,013	23,961
J	45,169		54,280	-9,111
K	244,684		272,831	-28,147
L	160,297		147,426	12,871
M	187,997		175,360	12,637
N	53,459		85,061	-31,602
O			54	-54
P	39,199		39,600	-401
Q	42,249		42,010	239
R	73,055		81,564	-8,509
S	78,671		86,016	-7,345
T	98,788		92,030	6,758
U	160,992		138,045	22,947
V	100,000		101,215	-1,215
W	46,505		39,600	6,905
X	144,010		139,615	4,395

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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				-775
B				-1,411
C				-29,390
D				4,060
E				-15,071
F				-21,025
G				-50,426
H				-3,792
I				23,961
J				-9,111
K				-28,147
L				12,871
M				12,637
N				-31,602
O				-54
P				-401
Q				239
R				-8,509
S				-7,345
T				6,758
U				22,947
V				-1,215
W				6,905
X				4,395

Form 990PF Part VIII Line 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
CARL PO BOX 2556 NORFOLK, VA 23501	PRESIDENT 1 25	2,000	0	0
TA BENNETT 3905 SOUTHAMPTON COURT GREENVILLE, NC 27834	TRUSTEE 1 00	2,000	0	0
HARRY TAYLOR 554 NELSON NECK ROAD SEA LEVEL, NC 28577	TRUSTEE 1 00	1,000	0	0
SUSAN T KIRKPATRICK 101 CHURCHILL ROAD W PALM BEACH, FL 33405	VICE PRESIDENT, SECRETARY 1 25	2,000	0	0
BARBARA CREECH PO BOX 988 VIRGINIA BEACH, VA 23451	TRUSTREE 1 00	2,000	0	0
GRADY FULCHER JR PO BOX 989 ATLANTIC BEACH, NC 28512	TRUSTEE 1 00	2,000	0	0

Form 990PF Part XV Line 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*				
211 PALM BEACH TREASURE COAST PO BOX 3599 LANTANA,FL 33465	NONE	PUBLIC CHARITY	COMMUNITY	1,500
ADOPT A FAMILY INC 1712 SECOND AVE NORTH LAKE LAKE WORTH,FL 33460	NONE	PUBLIC CHARITY	COMMUNITY	1,500
BROAD CREEK CLINIC WEST BROAD STREET RICHMOND,VA 23284	NONE	PUBLIC CHARITY	COMMUNITY	1,000
CAMPBELL UNIVERSITY PO BOX 26 BUIES CREEK,NC 27506	NONE	PUBLIC CHARITY	EDUCATIONAL	5,000
CARTERET COUNTY GENERAL HOSPITAL 3500 ARENDELL STREET PO BOX 1619 MOREHEAD CITY,NC 28557	NONE	PUBLIC CHARITY	COMMUNITY	15,000
CARTERET COUNTY COMMUNITY COLLEGE FOUNDATION 3505 ARENDELL STREET MOREHEAD CITY,NC 28557	NONE	PUBLIC CHARITY	EDUCATIONAL	6,000
CARTERET COUNTY PUBLIC SCHOOLS EAST CARTERET HIGH SCHOOL PO BOX 600 BEAUFORT,NC 28516	NONE	PUBLIC CHARITY	EDUCATIONAL	5,000
CHRISTOPHER NEWPORT UNIVERSITY 1 UNIVERSITY PLACE NEWPORT NEWS,VA 23606	NONE	PUBLIC CHARITY	EDUCATIONAL	2,000
CYSTIC FIBROSIS FOUNDATION PO BOX 639 WILSON,NC 27894	NONE	PUBLIC CHARITY	COMMUNITY	2,500
EAST CAROLINA UNIVERSITY EDUCATIONAL FOUNDATION PO BOX 2772 GREENVILLE,NC 27834	NONE	PUBLIC CHARITY	EDUCATIONAL	10,000
EAGLE RIDGE CHURCH IN MEMORY OF MR FRANK NOYES NORFOLK,VA 23513	NONE	PUBLIC CHARITY	COMMUNITY	500
HARKER'S ISLAND RESCUE SQUAD PO BOX 273 HARKERS ISLAND,NC 28531	NONE	PUBLIC CHARITY	COMMUNITY	500
HEBRON COLONY & GRACE HOME ROUTE 3 BOX 300 BOONE,NC 28607	NONE	PUBLIC CHARITY	COMMUNITY	2,000
HOPE MISSION PO BOX 1438 MOREHEAD CITY,NC 28557	NONE	PUBLIC CHARITY	COMMUNITY	1,000
STANLEY COUNTY MINISTRIES 7421 GREGORY DRIVE SUITE 106A NORFOLK,VA 23513	NONE	PUBLIC CHARITY	COMMUNITY	1,000
Total . . . . ▶ **3a**				104,750

Form 990PF Part XV Line 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*				
HOSPICE OF PALM BEACH COUNTY 5300 EAST AVENUE WEST PALM BEACH, FL 33407	NONE	PUBLIC CHARITY	COMMUNITY	1,000
MOUNT OLIVE COLLEGE 121 SOUTH ASAPH STREET ALEXANDRIA, VA 22314	NONE	PUBLIC CHARITY	EDUCATIONAL	5,000
NATIONAL INSTITUTE FOR LEARNING DISABILITIES 107 SEEKEL STREET NORFOLK, VA 23505	NONE	PUBLIC CHARITY	EDUCATIONAL	5,000
THE INTERNATIONAL FOUNDATIONKERUS GLOBAL EDUCATION PO BOX 23813 WASHINGTON, DC 20026	NONE	PUBLIC CHARITY	EDUCATIONAL	3,000
NAUTICUS FOUNDATION PO BOX 3753 NORFOLK, VA 23514	NONE	PUBLIC CHARITY	COMMUNITY	8,000
REHABILITATION CENTER FOR CHILDREN AND ADULTS 300 ROYAL PALM WAY PALM BEACH, FL 33480	NONE	PUBLIC CHARITY	COMMUNITY	2,500
ROSARIAN ACADEMY 807 NORTH FLAGLER DRIVE WEST PALM BEACH, FL 33401	NONE	PUBLIC CHARITY	EDUCATIONAL	1,500
SAMARITAN HOUSE PO BOX 2400 VIRGINIA BEACH, VA 23450	NONE	PUBLIC CHARITY	COMMUNITY	7,500
SEA LEVEL RESCUE SQUAD PO BOX 65 SEA LEVEL, NC 28577	NONE	PUBLIC CHARITY	COMMUNITY	500
PARK PLACE SCHOOL PO BOX 6381 501 W 35TH STREET NORFOLK, VA 23508	NONE	PUBLIC CHARITY	EDUCATIONAL	5,000
PHYSICIANS FOR PEACE 229 WEST BUTTE STREET SUITE 200 NORFOLK, VA 23510	NONE	PUBLIC CHARITY	COMMUNITY	5,000
THE VIRGINIA STUDENT AID FOUNDATION PO BOX 7525 CHARLOTTESVILLE, VA 22907	NONE	PUBLIC CHARITY	EDUCATIONAL	6,250
Total . . . . ▶ **3a**				104,750