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ENVELOPE MAY 12 2011
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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

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 **DENNIS FOUNDATION** A Employer identification number **54-6061431**

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)
1525 W W.T. HARRIS BLVD. D1114-044 (336) 747-8274

City or town, state, and ZIP code C If exemption application is pending, check here ☐
CHARLOTTE, NC 28288 D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☐ Accounting method ☒ Cash ☐ Accrual
16) \$ 1,679,207. (Part I, column (d) must be on cash basis.)
J 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)
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								
4 Dividends and interest from securities					39,509.	38,923.		STMT 1
5a Gross rents								
b Net rental income or (loss)								
6a Net gain or (loss) from sale of assets not on line 10					152,341.			
b Gross sales price for all assets on line 6a					716,962.			
7 Capital gain net income (from Part IV, line 2)						152,341.		
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)					750.			STMT 2
11 Other income (attach schedule)					192,600.	191,264.		
12 Total. Add lines 1 through 11					20,000.	15,000.		5,000.
13 Compensation of officers, directors, trustees, etc.						NONE	NONE	
14 Other employee salaries and wages						NONE	NONE	
15 Pension plans, employee benefits						NONE	NONE	
16a Legal fees (attach schedule)								
b Accounting fees (attach schedule)								
c Other professional fees (attach schedule)								
17 Interest								
18 Taxes (attach schedule) (see page 14 of the instructions)					847.	369.		
19 Depreciation (attach schedule) and depletion								
20 Occupancy								
21 Travel, conferences, and meetings						NONE	NONE	
22 Printing and publications						NONE	NONE	
23 Other expenses (attach schedule)								
24 Total operating and administrative expenses. Add lines 13 through 23					20,847.	15,369.	NONE	5,000.
25 Contributions, gifts, grants paid					67,473.			67,473.
26 Total expenses and disbursements. Add lines 24 and 25					88,320.	15,369.	NONE	72,473.
27 Subtract line 26 from line 12:								
a Excess of revenue over expenses and disbursements					104,280.			
b Net investment income (if negative, enter -0-)						175,895.		
c Adjusted net income (if negative, enter -0-)								

For Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	NONE			
	2	Savings and temporary cash investments	30,125.	34,383.	34,383.	
	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 ▶	NONE	NONE		
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)	NONE			
	b	Investments - corporate stock (attach schedule) . STMT 4	NONE	181,557.	221,969.	
	c	Investments - corporate bonds (attach schedule) . STMT 5	NONE	1,083,249.	1,289,618.	
	11	Investments - land, buildings, and equipment: basis Less: accumulated depreciation ▶ (attach schedule)	NONE			
	12	Investments - mortgage loans	NONE			
	13	Investments - other (attach schedule) STMT 6	1,296,410.	132,000.	133,237.	
	14	Land, buildings, and equipment: basis Less: accumulated depreciation ▶ (attach schedule)				
15	Other assets (describe ▶)	NONE				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,326,535.	1,431,189.	1,679,207.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds	1,326,535.	1,431,189.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	NONE			
30	Total net assets or fund balances (see page 17 of the instructions)	1,326,535.	1,431,189.			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,326,535.	1,431,189.			

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	1,326,535.
2	Enter amount from Part I, line 27a	2	104,280.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	476.
4	Add lines 1, 2, and 3	4	1,431,291.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	102.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,431,189.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
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					
2 Capital gain net income or (net capital loss)			2	152,341.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
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	57,739.	1,354,232.	0.04263597375
2008	37,600.	1,619,419.	0.02321820357
2007	87,000.	1,937,958.	0.04489261377
2006	89,500.	1,839,140.	0.04866404950
2005	87,150.	1,794,146.	0.04857464220
2 Total of line 1, column (d)			2 0.20798548279
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 0.04159709656
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 1,579,706.
5 Multiply line 4 by line 3			5 65,711.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,759.
7 Add lines 5 and 6			7 67,470.
8 Enter qualifying distributions from Part XII, line 4			8 72,473.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. . . . Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions)	1	1,759.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b.		
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	1,759.
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	1,759.
6 Credits/Payments.		
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	239.
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	239.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,520.
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?		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.		X
c Did the foundation file Form 1120-POL for this year?		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 9		
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 ☐ N/A				
14	The books are in care of ☐ SEE STATEMENT 10 Telephone no. ☐			
Located at ☐ ZIP + 4 ☐				
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				
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 ☐				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly).		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes	☐ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes	☒ No
If "Yes," list the years ☐		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see 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. ☐		
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	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**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 11		20,000.	-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
SEE STATEMENT 12		NONE	NONE	NONE

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		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	1,571,771.
b	Average of monthly cash balances	1b	31,991.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,603,762.
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	1,603,762.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	24,056.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,579,706.
6	Minimum investment return. Enter 5% of line 5	6	78,985.

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	78,985.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,759.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,759.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	77,226.
4	Recoveries of amounts treated as qualifying distributions	4	750.
5	Add lines 3 and 4	5	77,976.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	77,976.

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	72,473.
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	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	72,473.
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	1,759.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	70,714.

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				77,976.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			67,473.	
b Total for prior years: 20 <u>08</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	NONE			
e From 2009	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ <u>72,473.</u>				
a Applied to 2009, but not more than line 2a			67,473.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				5,000.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				72,976.
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)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2006	NONE			
b Excess from 2007	NONE			
c Excess from 2008	NONE			
d Excess from 2009	NONE			
e Excess from 2010	NONE			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i).

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 21				
Total			3a	67,473.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated.

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.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	39,509.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	152,341.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . . .						
11 Other revenue: a _____						
b RECOVERY			1	750.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				192,600.		
13 Total. Add line 12, columns (b), (d), and (e)				192,600.		

(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

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					10,926.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					5,157.	
7,800.00		385.376 PERKINS MID CAP VALUE F/C I #116 PROPERTY TYPE: SECURITIES 6,129.00					11/03/2008 1,671.00	01/07/2010
50,261.00		14198.151 OPPENHEIMER COM STR TR FD Y #7 PROPERTY TYPE: SECURITIES 60,000.00					12/31/2008 -9,739.00	01/07/2010
15,000.00		535.714 T ROWE PRICE INST EM MKT EQ #146 PROPERTY TYPE: SECURITIES 8,791.00					11/03/2008 6,209.00	01/07/2010
7,800.00		271.21 WELLS FARGO ADV ENTERPR CL I #311 PROPERTY TYPE: SECURITIES 6,086.00					11/03/2008 1,714.00	01/07/2010
10,000.00		1103.753 PIMCO FDS PAC INVT MGMT SER HIG PROPERTY TYPE: SECURITIES 10,848.00					12/05/2007 -848.00	03/26/2010
5,000.00		180.766 T ROWE PRICE INST EM MKT EQ #146 PROPERTY TYPE: SECURITIES 2,966.00					11/03/2008 2,034.00	03/26/2010
2,500.00		50.03 DREYFUS/THE BOSTON CO S/C - I #694 PROPERTY TYPE: SECURITIES 1,998.00					11/03/2008 502.00	04/14/2010
5,000.00		377.074 ING REAL ESTATE FUND CL-I #2190 PROPERTY TYPE: SECURITIES 3,781.00					11/03/2008 1,219.00	04/14/2010
2,500.00		115.049 PERKINS MID CAP VALUE F/C I #116 PROPERTY TYPE: SECURITIES 1,830.00					11/03/2008 670.00	04/14/2010
5,000.00		140.489 ROWE T PRICE BLUE CHIP GROWTH FD PROPERTY TYPE: SECURITIES 3,487.00					11/03/2008 1,513.00	04/14/2010

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)	
2,500.00		53.695 STRATTON SM-CAP VALUE FD #37 PROPERTY TYPE: SECURITIES 1,973.00					11/03/2008 527.00	04/14/2010
2,500.00		78.815 WELLS FARGO ADV ENTERPR CL I #311 PROPERTY TYPE: SECURITIES 1,769.00					11/03/2008 731.00	04/14/2010
14,000.00		431.832 DAVIS NY VENTURE FUND PROPERTY TYPE: SECURITIES 11,439.00					11/03/2008 2,561.00	10/11/2010
122,000.00		3507.763 DODGE & COX INT'L STOCK FD # 10 PROPERTY TYPE: SECURITIES 87,905.00					11/03/2008 34,095.00	10/11/2010
10,000.00		287.522 DODGE & COX INT'L STOCK FD # 104 PROPERTY TYPE: SECURITIES 7,205.00					11/03/2008 2,795.00	10/11/2010
39,553.00		815.52 DREYFUS/THE BOSTON CO S/C - I #69 PROPERTY TYPE: SECURITIES 32,564.00					11/03/2008 6,989.00	10/11/2010
16,000.00		1783.724 ING INTERNATIONAL REAL EST-I #2 PROPERTY TYPE: SECURITIES 12,450.00					11/03/2008 3,550.00	10/11/2010
28,000.00		2031.93 ING REAL ESTATE FUND CL-I #2190 PROPERTY TYPE: SECURITIES 20,373.00					11/03/2008 7,627.00	10/11/2010
16,500.00		784.221 PERKINS MID CAP VALUE F/C I #116 PROPERTY TYPE: SECURITIES 12,472.00					11/03/2008 4,028.00	10/11/2010
20,000.00		637.959 T ROWE PRICE INST EM MKT EQ #146 PROPERTY TYPE: SECURITIES 10,469.00					11/03/2008 9,531.00	10/11/2010
4,000.00		115.34 ROWE T PRICE BLUE CHIP GROWTH FD PROPERTY TYPE: SECURITIES 2,863.00					11/03/2008 1,137.00	10/11/2010

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)	
39,012.00		889.052 STRATTON SM-CAP VALUE FD #37 PROPERTY TYPE: SECURITIES 32,664.00					11/03/2008 6,348.00	10/11/2010
16,500.00		527.157 WELLS FARGO ADV ENTERPR CL I #31 PROPERTY TYPE: SECURITIES 11,829.00					11/03/2008 4,671.00	10/11/2010
60,000.00		5338.078 PIMCO FDS PAC INVT MGMT SER TOT PROPERTY TYPE: SECURITIES 54,502.00					08/28/2008 5,498.00	11/10/2010
91,841.00		9739.259 PIMCO FDS PAC INVT MGMT SER HIG PROPERTY TYPE: SECURITIES 72,150.00					12/31/2008 19,691.00	11/10/2010
4,287.00		373.134 PIMCO EMERG MKTS BD-INST #137 PROPERTY TYPE: SECURITIES 3,963.00					04/14/2010 324.00	11/10/2010
63,325.00		5511.343 PIMCO EMERG MKTS BD-INST #137 PROPERTY TYPE: SECURITIES 48,455.00					11/03/2008 14,870.00	11/10/2010
15,000.00		1628.664 PIMCO COMMODITY REAL RET STRAT- PROPERTY TYPE: SECURITIES 13,941.00					01/07/2010 1,059.00	11/10/2010
5,000.00		140.726 DODGE & COX INT'L STOCK FD # 104 PROPERTY TYPE: SECURITIES 3,527.00					11/03/2008 1,473.00	12/08/2010
5,000.00		358.938 ING REAL ESTATE FUND CL-I #2190 PROPERTY TYPE: SECURITIES 3,599.00					11/03/2008 1,401.00	12/08/2010
5,000.00		483.092 PIMCO FOREIGN BOND FUND-INST PROPERTY TYPE: SECURITIES 5,053.00					11/20/2006 -53.00	12/08/2010
5,000.00		511.247 RIDGEWORTH SEIX HY BD-I #5855 PROPERTY TYPE: SECURITIES 5,102.00					11/10/2010 -102.00	12/08/2010

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)	
5,000.00		381.971 VANGUARD INFLAT PROTECT SEC FD # PROPERTY TYPE: SECURITIES 4,400.00					12/31/2008 600.00	12/08/2010
5,000.00		139.938 WELLS FARGO ADV ENTERPR CL I #31 PROPERTY TYPE: SECURITIES 3,140.00					11/03/2008 1,860.00	12/08/2010
TOTAL GAIN(LOSS)							----- 152,341. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ARTISAN FDS INC INTL FD INVESTOR CLASS	709.	709.
CREDIT SUISSE COMM RT ST-CO #2156	1,815.	1,815.
DAVIS NY VENTURE FUND	1,828.	1,828.
DODGE & COX INT'L STOCK FD # 1048	1,150.	1,150.
DREYFUS EMG MKT DEBT LOC C-I #6083	952.	952.
EVERGREEN SELECT MONEY MKT TR PRIME CASH	3.	3.
GATEWAY FUND - Y #1986	169.	169.
HUSSMAN STRATEGIC GROWTH FD	63.	63.
ING INTERNATIONAL REAL EST-I #2664	2,738.	2,738.
ING REAL ESTATE FUND CL-I #2190	2,639.	2,639.
IVY ASSET STRATEGY FUND CLASS I #473	224.	224.
PERKINS MID CAP VALUE F/C I #1167	368.	368.
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN	5,924.	5,924.
PIMCO FDS PAC INVT MGMT SER MODE DUR INS	1,474.	1,474.
PIMCO FDS PAC INVT MGMT SER HIGH YLD FD	6,116.	6,116.
PIMCO FOREIGN BOND FUND-INST	1,367.	1,367.
PIMCO EMERG MKTS BD-INST #137	2,671.	2,085.
PIMCO COMMODITY REAL RET STRAT-I#45	6,373.	6,373.
T ROWE PRICE INST EM MKT EQ #146	516.	516.
RIDGEWORTH SEIX HY BD-I #5855	894.	894.
ROWE T PRICE BLUE CHIP GROWTH FD INC	90.	90.
ROWE T PRICE SHORT TERM BD FD INC	219.	219.
VANGUARD INFLAT PROTECT SEC FD #119	1,173.	1,173.
EVERGREEN PRIME CASH MGMT I CL #494	5.	5.
WF ADV HERITAGE MM FD-INSTL #3106	29.	29.
TOTAL	39,509.	38,923.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
RECOVERY	750.

TOTALS	750.
	=====

DENNIS FOUNDATION

54-6061431

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	239.	
FEDERAL ESTIMATES - PRINCIPAL	239.	
FOREIGN TAXES ON QUALIFIED FOR	274.	274.
FOREIGN TAXES ON NONQUALIFIED	95.	95.
	-----	-----
TOTALS	847.	369.
	=====	=====

DENNIS FOUNDATION

54-6061431

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV -----
22544R305 CREDIT SUISSE COMMON	26,000.	25,428.
44980Q518 ING INTERNATIONAL	37,550.	46,995.
44981V706 ING RE FUNDING	61,948.	88,413.
722005667 PIMCO COMMODITY RTN	56,059.	61,133.
	-----	-----
TOTALS	181,557.	221,969.
	=====	=====

DENNIS FOUNDATION

54-6061431

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
261980494 DREYFUS EMERGING MKT	68,000.	65,248.
51855Q655 LAUDUS MONDRAIN	25,000.	24,481.
693390593 PIMCO MODERATE DURAT	59,000.	58,792.
693390551 PIMCO TOTAL RTN	188,159.	190,923.
76628T645 RIDGEWORTH SEIX HIGH	86,898.	85,592.
77957P105 T ROWE PRICE SHORT	60,000.	59,509.
922031869 VANGUARD INFLATION	40,600.	45,816.
693390882 PIMCO FOREIGN BD	44,948.	47,892.
239080401 DAVIS NEW YORK VENTU	105,240.	137,817.
487300808 KEELEY SMALL CAP	25,000.	28,704.
47103C241 PERKINS MID CAP VALU	29,076.	41,265.
77954Q106 T ROWE PRICE BLUE	111,291.	170,971.
74144Q203 T ROWE PRICE INSTITU	52,774.	103,489.
87234N849 TCW SMALL CAP GRWTH	25,000.	27,585.
949915367 WELLS FARGO ADVANCE	25,899.	41,827.
04314H204 ARTISAN INTERNATIONAL	85,000.	86,515.
256206103 DODGE & COX INTERNAT	51,364.	73,192.
	-----	-----
TOTALS	1,083,249.	1,289,618.
	=====	=====

DENNIS FOUNDATION

54-6061431

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	-----
368920994 GATEWAY FUND	C	32,000.	32,603.
448108100 HUSSMAN STRATEGIC	C	30,000.	28,038.
466001864 IVY ASSET STRATEGY	C	70,000.	72,596.
		-----	-----
TOTALS		132,000.	133,237.
		=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT
-----ADJUST-CHANGE OF RECORD KEEPING FRM BOOK TO COST VALUE
ROUNDING

475.

1.

TOTAL

476.
=====

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

DESCRIPTION -----	AMOUNT -----
DISALLOWED WASH SALES	102.

TOTAL	102.
	=====

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

VA

DENNIS FOUNDATION

54-6061431

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

NAME: WELLS FARGO BANK, NA

ADDRESS: ONE WEST 4TH STREET, D4000-062
WINSTON SALEM, NC 27101-4000

TELEPHONE NUMBER: (336) 747-8274

STATEMENT 10

XD576 2 000

DMO032 5892 05/06/2011 10:50:40

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DENNIS FOUNDATION

54-6061431

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

=====

OFFICER NAME:

WELLS FARGO BANK, NA

ADDRESS:

1525 WEST WT HARRIS BLVD. D1114-044

CHARLOTTE, NC 28288-1114

TITLE:

Trustee

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 20,000.

OFFICER NAME:

James W. Dennis

ADDRESS:

PO Box 78

Lively, VA 22507

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

Wayne Oplinger

ADDRESS:

1021 East Cary Street

Richmond, VA 23219

TITLE:

Manager

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION:

20,000.

=====

DENNIS FOUNDATION

54-6061431

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

=====

EMPLOYEE NAME:

NONE

STATEMENT 12

XD576 2 000

DMO032 5892 05/06/2011 10:50:40

41 -

DENNIS FOUNDATION

54-6061431

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

ST JAMES EPISCOPAL CHURCH

ADDRESS:

1205 W FRANKLIN ST
RICHMOND, VA 23220

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

ST MARY CHURCH

ADDRESS:

5940 WHITE CHAPEL RD
LANCASTER, VA 22503

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:

LANCASTER COUNTY ANIMAL SHELTER

ADDRESS:

8311 MARY BALL RD
LANCASTER, VA 22503

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,773.

STATEMENT 13

DENNIS FOUNDATION

54-6061431

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

LANCASTER COUNTY SCHOOL FDN

ADDRESS:

PO BOX 153

KILMAMOCK, VA 22482

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

WESTMINISTER CANTERBURY FSHIP FD

C/O LUCY B NEGUS

ADDRESS:

1600 WESTBROOK AVENUE

RICHMOND, VA 23227

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

UPPER LANCASTER RESCUE SQUAD

ADDRESS:

PO BOX 176

LIVELY, VA 22507

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 3,000.

STATEMENT 14

DENNIS FOUNDATION

54-6061431

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

THE FRIENDS' ASSOC FOR CHILDREN
C/O JOHN C PURNELL

ADDRESS:

1004 ST JOHN STREET
RICHMOND, VA 23220

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 600.

RECIPIENT NAME:

ST JOSEPH VILLA

ADDRESS:

8000 BROOK RD
RICHMOND, VA 23227

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

SHELTERING ARMS HOSPITAL

ADDRESS:

8254 ATLEE ROAD
MECHANICSVILLE, VA 23116-1844

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,500.

STATEMENT 15

DENNIS FOUNDATION

54-6061431

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

CHILDREN'S HOSPITAL

ADDRESS:

2924 BROOK ROAD

RICHMOND, VA 23220

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:

VIRGINIA HOME FOR BOYS AND GIRLS

ADDRESS:

8716 W BROAD ST

RICHMOND, VA 23229

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARTIY

AMOUNT OF GRANT PAID 750.

RECIPIENT NAME:

SOUTHSIDE CHILD DEVELOPMENT

ADDRESS:

1420 MCDONOUGH ST

RICHMOND, VA 23224

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,000.

STATEMENT 16

DENNIS FOUNDATION

54-6061431

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

WILLIAM BYRD COMMUNITY HOUSE

ADDRESS:

224 S CHERRY ST

RICHMOND, VA 23220

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

JEWISH FAMILY SERVICES, INC

ADDRESS:

6718 PATTERSON AVE

RICHMOND, VA 23226

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,600.

RECIPIENT NAME:

VFIC (VA FOUNDATION FOR
INDEPENDENT COLLEGES)

ADDRESS:

8010 RIDGE RD

RICHMOND, VA 23229

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,000.

STATEMENT 17

DENNIS FOUNDATION

54-6061431

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

THE VIRGINIA HOME

ADDRESS:

1101 HAMPTON AVE

RICHMOND, VA 23220

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 750.

RECIPIENT NAME:

THE LITTLE SISTERS OF THE POOR IN
RICHMOND

ADDRESS:

1503 MICHAELS ROAD

RICHMOND, VA 23229

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

VIRGINIA COMMONWELTH UNIVERISTY FDN

ADDRESS:

PO BOX 843075

RICHMOND, VA 23284

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 4,000.

STATEMENT 18

DENNIS FOUNDATION 54-6061431
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
VIRGINIA COLLEGE FUND
ADDRESS:
6002A W BROAD ST, SUITE 201
RICHMOND, VA 23230
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
CAMP HOLIDAY TRAILS
ADDRESS:
400 HOLIDAY TRAILS LANE
CHARLOTTESVILLE, VA 22903
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
FEED MORE
ADDRESS:
1415 RHOADMILLER ST
RICHMOND, VA 23220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
READING & EDUCATION FOR ADULT
DEVELOPMENT, INC
ADDRESS:
2000 BREMO RD, STE. 102
RICHMOND, VA 23226
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
SCOTTISH RITE CHILDHOOD LANGUAGE
CENTER
ADDRESS:
4202 HERMITAGE ROAD
RICHMOND, VA 23227
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
COMFORT ZONE CAMP
ADDRESS:
4906 CUTSHAW AVE
RICHMOND, VA 23230
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

DENNIS FOUNDATION

54-6061431

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

HAVEN SHELTER AND SERVICES INC

ADDRESS:

PO BOX 1267

WARSAW, VA 22572

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 7,000.

RECIPIENT NAME:

VIRGINIA PERFORMING ARTS FOUNDATION

ADDRESS:

111 VIRGINIA ST, STE 402

RICHMOND, VA 23219

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

UPPER LANCASTER VOLUNTEER FIRE

DEPARTMENT

ADDRESS:

8311 MARY BALL ROAD

LANCASTER, VA 22503

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 3,000.

TOTAL GRANTS PAID:

67,473.

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STATEMENT 21

**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

DENNIS FOUNDATION

Employer identification number

54-6061431

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)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			10,926.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	1,383.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	12,309.

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)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			5,157.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	134,875.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	140,032.

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

Schedule D (Form 1041) 2010

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Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		12,309.
14	Net long-term gain or (loss):			
a	Total for year	14a		140,032.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		152,341.

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.

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

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

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
Caution: Skip this part and complete the worksheet on page 8 of the instructions if: • Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.	

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

Schedule D (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

54-6061431

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Schedule D-1 (Form 1041) 2010

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

DENNIS FOUNDATION

Employer identification number

54-6061431

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)
6a 385.376 PERKINS MID CAP VALUE F/C I #1167	11/03/2008	01/07/2010	7,800.00	6,129.00	1,671.00
14198.151 OPPENHEIMER COM STR TR FD Y #739	12/31/2008	01/07/2010	50,261.00	60,000.00	-9,739.00
535.714 T ROWE PRICE INST EM MKT EQ #146	11/03/2008	01/07/2010	15,000.00	8,791.00	6,209.00
271.21 WELLS FARGO ADV ENTERPR CL I #3118	11/03/2008	01/07/2010	7,800.00	6,086.00	1,714.00
1103.753 PIMCO FDS PAC INVT MGMT SER HIGH YLD FD I	12/05/2007	03/26/2010	10,000.00	10,848.00	-848.00
180.766 T ROWE PRICE INST EM MKT EQ #146	11/03/2008	03/26/2010	5,000.00	2,966.00	2,034.00
50.03 DREYFUS/THE BOSTON CO S/C - I #6941	11/03/2008	04/14/2010	2,500.00	1,998.00	502.00
377.074 ING REAL ESTATE FUND CL-I #2190	11/03/2008	04/14/2010	5,000.00	3,781.00	1,219.00
115.049 PERKINS MID CAP VALUE F/C I #1167	11/03/2008	04/14/2010	2,500.00	1,830.00	670.00
140.489 ROWE T PRICE BLUE CHIP GROWTH FD INC	11/03/2008	04/14/2010	5,000.00	3,487.00	1,513.00
53.695 STRATTON SM-CAP VALUE FD #37	11/03/2008	04/14/2010	2,500.00	1,973.00	527.00
78.815 WELLS FARGO ADV ENTERPR CL I #3118	11/03/2008	04/14/2010	2,500.00	1,769.00	731.00
431.832 DAVIS NY VENTURE FUND	11/03/2008	10/11/2010	14,000.00	11,439.00	2,561.00
3507.763 DODGE & COX INT'L STOCK FD # 1048	11/03/2008	10/11/2010	122,000.00	87,905.00	34,095.00
287.522 DODGE & COX INT'L STOCK FD # 1048	11/03/2008	10/11/2010	10,000.00	7,205.00	2,795.00
815.52 DREYFUS/THE BOSTON CO S/C - I #6941	11/03/2008	10/11/2010	39,553.00	32,564.00	6,989.00
1783.724 ING INTERNATIONAL REAL EST-I #2664	11/03/2008	10/11/2010	16,000.00	12,450.00	3,550.00
2031.93 ING REAL ESTATE FUND CL-I #2190	11/03/2008	10/11/2010	28,000.00	20,373.00	7,627.00
784.221 PERKINS MID CAP VALUE F/C I #1167	11/03/2008	10/11/2010	16,500.00	12,472.00	4,028.00
637.959 T ROWE PRICE INST EM MKT EQ #146	11/03/2008	10/11/2010	20,000.00	10,469.00	9,531.00
115.34 ROWE T PRICE BLUE CHIP GROWTH FD INC	11/03/2008	10/11/2010	4,000.00	2,863.00	1,137.00
889.052 STRATTON SM-CAP VALUE FD #37	11/03/2008	10/11/2010	39,012.00	32,664.00	6,348.00
527.157 WELLS FARGO ADV ENTERPR CL I #3118	11/03/2008	10/11/2010	16,500.00	11,829.00	4,671.00
5338.078 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN	08/28/2008	11/10/2010	60,000.00	54,502.00	5,498.00
9739.259 PIMCO FDS PAC INVT MGMT SER HIGH YLD FD I	12/31/2008	11/10/2010	91,841.00	72,150.00	19,691.00

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

Schedule D-1 (Form 1041) 2010

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Employer identification number

54-6061431

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FEDERAL CAPITAL GAIN DIVIDENDS

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SHORT-TERM CAPITAL GAIN DIVIDENDS

DREYFUS EMG MKT DEBT LOC C-I #6083	223.00
LAUDUS MONDRIAN INTL FI-INST #2940	15.00
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD I	7,436.00
PIMCO FDS PAC INVT MGMT SER MODE DUR INS	1,865.00
PIMCO FOREIGN BOND FUND-INST	712.00
T ROWE PRICE INST EM MKT EQ #146	134.00
T ROWE PRICE INST EM MKT EQ #146	305.00
T ROWE PRICE INST EM MKT EQ #146	72.00
T ROWE PRICE INST EM MKT EQ #146	164.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

10,926.00

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

	51.00
DREYFUS EMG MKT DEBT LOC C-I #6083	73.00
LAUDUS MONDRIAN INTL FI-INST #2940	5.00
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD I	4,185.00
PIMCO FDS PAC INVT MGMT SER MODE DUR INS	489.00
PIMCO FOREIGN BOND FUND-INST	353.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

5,157.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

5,157.00

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