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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
DULANEY FA AND JF CHAR

A Employer identification number
54-6487683

Number and street (or P O box number if mail is not delivered to street address) PO BOX 2907 - TRUST TAX DEPT
Room/suite

B Telephone number (see page 10 of the instructions)

City or town, state, and ZIP code
WILSON, NC 278942907

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)*▶$ 4,515,772

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	30,558	30,558		
4	Dividends and interest from securities	95,547	95,547		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	49,165			
b	Gross sales price for all assets on line 6a 918,116				
7	Capital gain net income (from Part IV, line 2)		49,165		
8	Net short-term capital gain			0	
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)	346	346		
12	**Total.** Add lines 1 through 11	175,616	175,616		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	50,816	50,816		
14	Other employee salaries and wages		0	0	0
15	Pension plans, employee benefits		0	0	
16a	Legal fees (attach schedule)				0
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	4	4		0
17	Interest				0
18	Taxes (attach schedule) (see page 14 of the instructions)	2,464			0
19	Depreciation (attach schedule) and depletion	0	0		
20	Occupancy				
21	Travel, conferences, and meetings		0	0	
22	Printing and publications		0	0	
23	Other expenses (attach schedule)	117	117		
24	**Total operating and administrative expenses.** Add lines 13 through 23	53,401	50,937	0	0
25	Contributions, gifts, grants paid	200,225			200,225
26	**Total expenses and disbursements.** Add lines 24 and 25	253,626	50,937	0	200,225
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-78,010			
b	**Net investment income** (if negative, enter -0-)		124,679		
c	**Adjusted net income** (if negative, enter -0-)			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	2,452	111	111
	2	Savings and temporary cash investments	167,191	199,896	199,896
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶		0	0
	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) ▶ 150,000 Less allowance for doubtful accounts ▶ 0	150,000	150,000	150,000
	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)			
	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)	3,298,534	3,187,448	4,165,765
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,618,177	3,537,455	4,515,772
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	
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	3,618,177	3,537,455	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	3,618,177	3,537,455	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,618,177	3,537,455	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,618,177
2	Enter amount from Part I, line 27a	2	-78,010
3	Other increases not included in line 2 (itemize) ▶	3	67
4	Add lines 1, 2, and 3	4	3,540,234
5	Decreases not included in line 2 (itemize) ▶	5	2,779
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,537,455

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	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	49,165
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	212,519	4,020,741	0 052856
2008	234,029	4,289,754	0 054555
2007	228,777	4,745,934	0 048205
2006	233,717	4,665,375	0 050096
2005	193,521	4,748,343	0 040755

2	**Total** of line 1, column (d)	2	0 246467
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 049293
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	4,205,849
5	Multiply line 4 by line 3	5	207,321
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,247
7	Add lines 5 and 6	7	208,568
8	Enter qualifying distributions from Part XII, line 4	8	200,225

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	2,494
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	2,494
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	2,494
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	620		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	620
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	2
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	1,876
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	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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 ▶ $ ________ **(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		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 ▶

14 The books are in care of ▶BRANCH BANKING AND TRUST Telephone no ▶(540) 665-4345

Located at ▶148 S QUEEN STREET MARTINSBURG WV ZIP+4 ▶25401

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		No
	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		No
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)*

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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
BRANCH BANKING AND TRUST 148 S QUEEN STREET MARTINSBURG, WV 25401	TRUSTEE 10	50,816		

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	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	3,973,466
b	Average of monthly cash balances	1b	146,431
c	Fair market value of all other assets (see page 24 of the instructions)	1c	150,000
d	**Total** (add lines 1a, b, and c)	1d	4,269,897
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	4,269,897
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	64,048
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,205,849
6	**Minimum investment return.** Enter 5% of line 5	6	210,292

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	210,292
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 2,494		
b	Income tax for 2010 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	2,494
3	Distributable amount before adjustments Subtract line 2c from line 1	3	207,798
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	207,798
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	207,798

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	200,225
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	200,225
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	200,225

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				207,798
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.			200,224	
b Total for prior years 2008 , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005. 0				
b From 2006. 0				
c From 2007. 0				
d From 2008. 0				
e From 2009. 0				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 200,225				
a Applied to 2009, but not more than line 2a			200,224	
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.				1
e Remaining amount distributed out of corpus	0			
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	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		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				207,797
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)	0			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2006. . . . 0				
b Excess from 2007. . . . 0				
c Excess from 2008. . . . 0				
d Excess from 2009. . . . 0				
e Excess from 2010. . . . 0				

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

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 Additional Data Table				
Total . . . . ▶ **3a**				200,225
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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)
	(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			14	30,558	
4 Dividends and interest from securities			14	95,547	
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	49,165	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a FIRST DOMINION LIQ			14	346	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				175,616	

13 Total. Add line 12, columns (b), (d), and (e) **13** 175,616

(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

******	2011-03-24	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
Firm's name		Firm's EIN	
Firm's address		Phone no	

Additional Data

Software ID:
Software Version:
EIN: 54-6487683
Name: DULANEY FA AND JF CHAR

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	210 ABB LTD SPONSORED ADR		2008-11-19	2010-04-08
B	205 ABBOTT LABORATORIES		2008-11-19	2010-11-02
C	120 ACUITY BRANDS, INC COMMON		2009-07-13	2010-01-25
D	310 AMERICAN MEDICAL SYS HLDGS		2010-01-25	2010-04-08
E	90 AMETEK INC COMMON		2009-10-27	2010-01-25
F	110 AMGEN INCORPORATED		2007-04-12	2010-01-25
G	86 AON CORPORATION COMMON		2010-05-19	2010-10-29
H	190 AON CORPORATION COMMON		2010-05-19	2010-11-02
I	70 APACHE CORPORATION COMMON		2008-11-19	2010-01-25
J	240 APPLIED MATERIALS		2008-11-19	2010-01-25
K	70 ARCELORMITTAL		2010-04-08	2010-11-02
L	90 ARCELORMITTAL		2009-10-27	2010-11-02
M	115 ARCHER DANIELS MIDLAND COMPANY		2008-11-19	2010-01-25
N	100 BOK FINANCIAL CORP COMMON		2010-04-08	2010-11-02
O	50000 BANK OF AMERICA CORP DTD 11/18/03 4 375%		2005-04-13	2010-12-01
P	50 BAXTER INTERNATIONAL INCORPORATED		2009-10-27	2010-11-02
Q	50 BECKMAN COULTER INC		2010-04-08	2010-11-02
R	180 BERKSHIRE HATHAWAY INC DEL CL B COMMON		2008-11-19	2010-04-08
S	440 BRIGGS & STRATTON CORP COMMON		2009-10-27	2010-11-02
T	25 CME GROUP INC COMMON		2009-10-27	2010-01-25
U	390 CVS CORP COMMON		2008-11-19	2010-01-25
V	240 CAMPBELL SOUP COMPANY		2009-10-27	2010-11-02
W	140 CENTRAL EUROPEAN DISTRIBUTION CORP COMMO		2009-10-27	2010-11-02
X	190 COMCAST CORP NEW CL A		2007-10-31	2010-04-08
Y	240 COMTECH TELECOMMUNICATIONS CORP COMMON		2009-04-27	2010-04-08
Z	120 CONOCOPHILLIPS COM		2006-02-16	2010-11-02
AA	640 CORNING INCORPORATED		2008-11-19	2010-01-25
AB	250 CROWN HOLDINGS INC COMMON		2009-10-27	2010-04-08
AC	300 DENBURY RESOURCES INC COMMON		2009-10-27	2010-01-25
AD	180 DISNEY WALT COMPANY		2008-11-19	2010-01-25

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)
AE	90 DISCOVERY COMMUNICATIONS A COMMON		2009-10-27	2010-04-08
AF	250 DU PONT E I DE NEMOURS & COMPANY		2008-11-19	2010-04-08
AG	160 EXCO RESOURCES INC COMMON		2009-10-27	2010-04-08
AH	250 EDISON INTERNATIONAL		2008-11-19	2010-04-08
AI	270 EMERSON ELECTRIC COMPANY		2008-11-19	2010-04-08
AJ	140 ESCO TECHNOLOGIES INC COM		2009-10-27	2010-01-25
AK	150 EXELON CORPORATEION		2009-04-27	2010-04-08
AL	100 EXXON MOBIL CORPORATION		2009-10-27	2010-04-08
AM	70 EXXON MOBIL CORPORATION		2009-10-27	2010-11-02
AN	200 FLIR SYSTEMS INC COMMON		2009-10-27	2010-11-02
AO	150 FTI CONSULTING INC		2009-10-27	2010-11-02
AP	1170 796 FEDERATED MORTGAGE INSTITUTIONAL CLASS FUND #835		2010-01-25	2010-04-08
AQ	530 FLOWERS FOOD INC WI			2010-11-02
AR	80 FOSSIL INC COM		2010-01-25	2010-04-08
AS	150 FRANCE TELECOM SPONS ADR COMMON		2009-04-27	2010-01-25
AT	50000 GENERAL DYNAMICS CORP DTD 8/14/03 4 5% 0		2005-09-28	2010-08-15
AU	150 GENERAL ELECTRIC COMPANY		2004-03-16	2010-01-25
AV	400 GRUPO TELEVISA SA DE CV SPONSORED ADR REPSTG ORD PARTN CTF (FREE		2009-10-27	2010-04-08
AW	400 INTEL CORPORATION		2007-04-12	2010-01-25
AX	260 INTESA SANPAOLO		2009-10-27	2010-04-08
AY	180 ISHARES SILVER TRUST		2009-10-27	2010-01-25
AZ	540 ISHARES SILVER TRUST		2009-10-27	2010-04-08
BA	130 ISHARES SILVER TRUST		2009-10-27	2010-11-02
BB	290 KROGER COMPANY COMMON		2010-01-25	2010-11-02
BC	378 972 LAZARD EMERGING MKTS PORTFOLIO INST CLAS		2008-12-18	2010-04-08
BD	540 LIBERTY MEDIA INTERACTIVE A COMMON		2010-04-08	2010-11-02
BE	330 LIVE NATION COMMON		2010-04-08	2010-11-02
BF	110 LOCKHEED MARTIN CORP		2010-01-25	2010-11-02
BG	250 MSCI INC A COMMON		2009-07-13	2010-01-25
BH	185 MARATHON OIL CORPORATION COMMON		2008-11-19	2010-01-25

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)
BI	425 MEDTRONIC INC		2006-10-13	2010-11-02
BJ	190 MERCK & CO INC		2006-05-31	2010-01-25
BK	110 MERCK & CO INC		2006-05-31	2010-04-08
BL	350 MICROSOFT CORPORATION		2004-03-16	2010-01-25
BM	1230 MITSUBISHI UJF FINANCIAL GROUP INC		2009-04-27	2010-11-02
BN	100 MONSANTO CO COMMON		2008-11-19	2010-04-08
BO	80 MONSANTO CO COMMON		2008-11-19	2010-11-02
BP	190 MTN GROUP LTD ADR		2009-10-27	2010-04-08
BQ	170 NASDAQ OMX GROUP COMMON		2009-10-27	2010-04-08
BR	800 NATIONAL BANK OF GREECE ADR		2009-10-27	2010-04-08
BS	190 NATIONAL GRID GROUP-SPON ADR			2010-06-22
BT	550 NEUTRAL TANDEM INC COMMON		2009-10-27	2010-01-25
BU	340 NOKIA CORP		2010-04-08	2010-11-02
BV	180 NORTHERN TRUST GROUP		2010-01-25	2010-11-02
BW	100 NUCOR CORPORATION		2010-04-08	2010-11-02
BX	60 OCEANEERING INTERNATIONAL INC		2010-04-08	2010-11-02
BY	50 LUKOIL COMMON		2009-10-27	2010-01-25
BZ	520 ORACLE SYSTEM CORPORATION		2008-11-19	2010-01-25
CA	170 OWENS ILLINOIS INC COM NEW		2010-04-08	2010-11-02
CB	958 955 PIMCO PIMS FOREIGN BOND FUND		2009-10-27	2010-04-08
CC	709 924 PIMCO PIMS FOREIGN BOND FUND		2008-10-06	2010-04-08
CD	250 PATTERSON COMPANIES INC COMMON		2010-01-25	2010-04-08
CE	220 PENSKE AUTOMOTIVE GROUP, INC COMMON		2010-01-25	2010-04-08
CF	90 PEPSICO INCORPORATED		2008-11-25	2010-01-25
CG	230 PETROHAWK ENERGY CORP		2009-10-27	2010-01-25
CH	560 PHASE FORWARD INC COMMON			2010-04-08
CI	70 PROCTOR AND GAMBLE COMPANY		2004-03-16	2010-01-25
CJ	105 PROCTOR AND GAMBLE COMPANY		2004-03-16	2010-04-08
CK	50000 PROCTOR & GAMBLE DTD 12/18/08 4 6% 01/15		2009-06-01	2010-06-28
CL	165 QUALCOMM INC COMMON		2007-04-12	2010-11-02

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)
CM	550 ROCHESTER MEDICAL CORP COMMON		2009-04-27	2010-11-02
CN	80 ROVI CORPORATION COMMON		2009-10-27	2010-11-02
CO	200 RUDDICK CORPORATION		2009-04-27	2010-01-25
CP	30 SPDR GOLD TRUST		2008-11-19	2010-01-25
CQ	150 SILGAN HOLDINGS INC		2009-04-27	2010-01-25
CR	155 SMITH INTL INC COMMON		2008-11-19	2010-01-25
CS	130 SNAP ON INC FKA SNAP ON TOOLS		2009-10-27	2010-01-25
CT	70 SOLERA HOLDINGS INC COMMON		2009-10-27	2010-11-02
CU	280 STAPLES INC COMMON		2008-11-19	2010-01-25
CV	130 STAPLES INC COMMON		2008-11-19	2010-04-08
CW	210 STEEL DYNAMICS INC COMMON		2010-01-25	2010-04-08
CX	210 STEEL DYNAMICS INC COMMON		2010-01-25	2010-11-02
CY	80 STERICYCLE INC		2009-10-27	2010-01-25
CZ	180 STERLITE IND LTD		2009-10-27	2010-01-25
DA	160 SUNCOR ENERGY, INC		2010-04-08	2010-11-02
DB	260 SUNCOR ENERGY, INC		2009-07-13	2010-11-02
DC	110 SYBASE INC COMMON		2009-10-27	2010-01-25
DD	330 SYSCO CORPORATION		2008-11-19	2010-01-25
DE	305 SYSCO CORPORATION		2008-11-19	2010-04-08
DF	30 TENARIS S A		2010-01-25	2010-11-02
DG	80 TENARIS S A		2009-10-27	2010-11-02
DH	130 TEVA PHARMACEUTICAL INDS LTD ADR		2010-01-25	2010-11-02
DI	90 THOMPSON CREEK METALS INC COMMON		2010-01-25	2010-11-02
DJ	270 THOMPSON CREEK METALS INC COMMON		2009-10-27	2010-11-02
DK	110 THOR INDS INC COMMON		2010-04-08	2010-11-02
DL	70 TOYOTA MOTOR CORP ADR 2		2009-04-27	2010-04-08
DM	70 THE TRAVELERS COMPANIES INC		2006-02-16	2010-01-25
DN	400 US BANCORP		2008-11-19	2010-04-08
DO	180 WASHINGTON FEDERAL INC		2010-01-25	2010-11-02
DP	180 WELLPOINT INC		2008-11-19	2010-01-25

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)
DQ	285 WELLS FARGO & CO NEW			2010-01-25
DR	240 WESTERN UNION COMPANY COMMON		2009-10-27	2010-01-25
DS	310 ZENITH NATIONAL INSURANCE CORP COMMON		2009-04-27	2010-05-21
DT	140 LAZARD LTD		2009-10-27	2010-11-02
DU	300 MARVELL TECHNOLOGY GROUP LTDORD		2009-10-27	2010-01-25
DV	280 FOSTER WHEELER AG		2010-01-25	2010-04-08
DW	170 NOBLE CORPORATION		2010-01-25	2010-04-08
DX	155 TRANSOCEAN LTD			2010-11-02
DY	DEMAND NOTE-HENKEL 7 000 DTD 12/1/98 7%			2010-01-07
DZ	DEMAND NOTE-HENKEL 7 000 DTD 12/1/98 7%			2010-02-03
EA	DEMAND NOTE-HENKEL 7 000 DTD 12/1/98 7%			2010-03-01
EB	DEMAND NOTE-HENKEL 7 000 DTD 12/1/98 7%			2010-04-05
EC	DEMAND NOTE-HENKEL 7 000 DTD 12/1/98 7%			2010-05-06
ED	DEMAND NOTE-HENKEL 7 000 DTD 12/1/98 7%			2010-06-10
EE	DEMAND NOTE-HENKEL 7 000 DTD 12/1/98 7%			2010-07-19
EF	DEMAND NOTE-HENKEL 7 000 DTD 12/1/98 7%			2010-08-02
EG	DEMAND NOTE-HENKEL 7 000 DTD 12/1/98 7%			2010-09-07
EH	DEMAND NOTE-HENKEL 7 000 DTD 12/1/98 7%			2010-10-06
EI	DEMAND NOTE-HENKEL 7 000 DTD 12/1/98 7%			2010-11-04
EJ	DEMAND NOTE-HENKEL 7 000 DTD 12/1/98 7%			2010-12-03

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	4,573		2,117	2,456
B	10,455		11,515	-1,060
C	4,435		3,094	1,341
D	5,708		6,138	-430
E	3,376		3,190	186
F	6,171		6,340	-169
G	35		34	1
H	7,556		7,455	101
I	7,299		5,229	2,070
J	3,055		2,129	926
K	2,363		3,140	-777
L	3,038		3,215	-177
M	3,420		2,755	665
N	4,640		5,243	-603
O	50,000		49,449	551
P	2,543		2,740	-197
Q	2,698		3,094	-396
R	14,295		10,563	3,732
S	7,726		9,068	-1,342
T	7,744		7,923	-179
U	12,944		11,154	1,790
V	8,705		7,716	989
W	3,438		4,648	-1,210
X	3,485		3,977	-492
Y	7,813		8,208	-395
Z	7,059		7,174	-115
AA	11,942		5,530	6,412
AB	6,745		6,621	124
AC	4,413		4,740	-327
AD	5,391		3,692	1,699

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)
AE	3,075		2,619	456
AF	9,666		6,625	3,041
AG	3,074		2,821	253
AH	8,550		8,005	545
AI	13,568		8,748	4,820
AJ	4,635		5,769	-1,134
AK	6,687		6,824	-137
AL	6,714		7,499	-785
AM	4,758		5,249	-491
AN	5,592		5,855	-263
AO	5,316		6,246	-930
AP	11,544		11,626	-82
AQ	13,494		12,554	940
AR	3,122		2,713	409
AS	3,607		3,235	372
AT	50,000		49,959	41
AU	2,464		4,559	-2,095
AV	8,380		8,094	286
AW	8,152		8,224	-72
AX	5,593		6,734	-1,141
AY	3,022		2,949	73
AZ	9,552		8,847	705
BA	3,143		2,130	1,013
BB	6,531		6,325	206
BC	7,367		4,483	2,884
BD	7,943		8,672	-729
BE	3,188		5,092	-1,904
BF	7,849		8,497	-648
BG	7,537		6,297	1,240
BH	5,715		4,619	1,096

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)
BI	15,070		20,744	-5,674
BJ	7,484		6,268	1,216
BK	4,061		3,629	432
BL	10,290		8,832	1,458
BM	5,547		6,630	-1,083
BN	6,813		7,177	-364
BO	4,735		5,742	-1,007
BP	2,913		3,017	-104
BQ	3,641		3,173	468
BR	2,792		5,921	-3,129
BS	812			812
BT	8,910		12,468	-3,558
BU	3,601		5,191	-1,590
BV	9,066		9,403	-337
BW	3,870		4,716	-846
BX	3,955		3,884	71
BY	2,763		3,159	-396
BZ	12,542		8,663	3,879
CA	4,692		6,236	-1,544
CB	9,906		9,906	
CC	7,334		6,943	391
CD	7,660		7,282	378
CE	3,406		3,311	95
CF	5,424		4,810	614
CG	5,702		6,064	-362
CH	7,385		8,264	-879
CI	4,245		3,602	643
CJ	6,529		5,403	1,126
CK	54,599		52,540	2,059
CL	7,476		7,026	450

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)
CM	6,137		5,953	184
CN	4,142		2,236	1,906
CO	5,376		5,006	370
CP	3,218		2,180	1,038
CQ	7,996		7,607	389
CR	4,740		4,138	602
CS	5,602		4,755	847
CT	3,356		2,312	1,044
CU	6,745		4,460	2,285
CV	3,158		2,071	1,087
CW	3,711		3,446	265
CX	3,177		3,446	-269
CY	4,354		4,270	84
CZ	3,040		2,912	128
DA	5,237		5,352	-115
DB	8,510		6,911	1,599
DC	4,504		4,485	19
DD	9,134		7,596	1,538
DE	8,997		7,021	1,976
DF	1,277		1,362	-85
DG	3,406		3,024	382
DH	6,527		7,434	-907
DI	1,107		1,129	-22
DJ	3,321		2,899	422
DK	3,521		3,473	48
DL	5,553		5,563	-10
DM	3,391		3,046	345
DN	10,687		9,936	751
DO	2,707		3,465	-758
DP	11,907		5,996	5,911

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)
DQ	7,934		7,757	177
DR	4,450		4,505	-55
DS	11,780		6,998	4,782
DT	5,026		5,394	-368
DU	5,727		4,366	1,361
DV	8,204		8,786	-582
DW	6,979		7,163	-184
DX	9,920		10,734	-814
DY				
DZ				
EA				
EB				
EC				
ED				
EE				
EF				
EG				
EH				
EI				
EJ				

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				2,456
B				-1,060
C				1,341
D				-430
E				186
F				-169
G				1
H				101
I				2,070
J				926
K				-777
L				-177
M				665
N				-603
O				551
P				-197
Q				-396
R				3,732
S				-1,342
T				-179
U				1,790
V				989
W				-1,210
X				-492
Y				-395
Z				-115
AA				6,412
AB				124
AC				-327
AD				1,699

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	
AE				456
AF				3,041
AG				253
AH				545
AI				4,820
AJ				-1,134
AK				-137
AL				-785
AM				-491
AN				-263
AO				-930
AP				-82
AQ				940
AR				409
AS				372
AT				41
AU				-2,095
AV				286
AW				-72
AX				-1,141
AY				73
AZ				705
BA				1,013
BB				206
BC				2,884
BD				-729
BE				-1,904
BF				-648
BG				1,240
BH				1,096

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	
BI				-5,674
BJ				1,216
BK				432
BL				1,458
BM				-1,083
BN				-364
BO				-1,007
BP				-104
BQ				468
BR				-3,129
BS				812
BT				-3,558
BU				-1,590
BV				-337
BW				-846
BX				71
BY				-396
BZ				3,879
CA				-1,544
CB				
CC				391
CD				378
CE				95
CF				614
CG				-362
CH				-879
CI				643
CJ				1,126
CK				2,059
CL				450

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	
CM				184
CN				1,906
CO				370
CP				1,038
CQ				389
CR				602
CS				847
CT				1,044
CU				2,285
CV				1,087
CW				265
CX				-269
CY				84
CZ				128
DA				-115
DB				1,599
DC				19
DD				1,538
DE				1,976
DF				-85
DG				382
DH				-907
DI				-22
DJ				422
DK				48
DL				-10
DM				345
DN				751
DO				-758
DP				5,911

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	
DQ				177
DR				-55
DS				4,782
DT				-368
DU				1,361
DV				-582
DW				-184
DX				-814
DY				
DZ				
EA				
EB				
EC				
ED				
EE				
EF				
EG				
EH				
EI				
EJ				

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*				
CONGREGATIONAL COMMUNITY ACTION PROGRAM OF WINCHESTER PO BOX 2112 WINCHESTER,VA 22604	NONE	EXEMPT	CHARITABLE	40,045
BLUE RIDGE AREA FOOD BANK ATTN LAWRENCE ZIPPIN CEO P O BOX 937 VERONA,VA 24482	NONE	EXEMPT	CHARITABLE	40,045
1ST BAPTIST CHURCH OF WINCHESTER ATTN JOHN D BEAVERS TREASURER 205 WEST PICCADILLY ST WINCHESTER,VA 22601	NONE	EXEMPT	CHARITABLE	40,045
FREE MEDICAL CLINIC OF WINC ATTN VICKI MCCLELLAND EXEC DIR 301 N CAMERON ST - SUITE 100 WINCHESTER,VA 22601	NONE	EXEMPT	CHARITABLE	40,045
ADULT CARE CENTER OF THE NORTHERN SHENANDOAH VALLEY 115 WOLFE STREET WINCHESTER,VA 22601	NONE	EXEMPT	CHARITABLE	40,045
Total . . . . ▶ **3a**				200,225

TY 2010 Investments - Other Schedule

Name: DULANEY FA AND JF CHAR

EIN: 54-6487683

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BEGINNING BOOK VALUE			
ABB LTD SPONS ADR	AT COST	11,742	26,153
AT&T INC	AT COST	14,441	16,600
ABBOTT LABORATORIES	AT COST	5,498	4,790
ACTUANT CORP CL A NEW	AT COST	3,218	3,726
ACUITY BRANDS, INC.	AT COST	4,640	10,380
AEROPOSTALE, INC	AT COST	6,126	6,652
AEGON NV ORD	AT COST	3,218	3,554
AGILENT TECHNOLOGIES	AT COST	3,507	4,142
AGRIUM INC	AT COST	6,091	13,762
AMERICAN EXPRESS CO	AT COST	4,239	4,291
AMETEK INC	AT COST	14,251	25,904
AMPHENOL CORP CL A	AT COST	12,470	20,055
ANADARKO PETE CORP	AT COST	10,925	17,897
ANGLO AMERICAN PLC	AT COST	2,286	5,744
ANSYS INC	AT COST	5,467	10,414
APACHE CORP	AT COST	2,241	3,577
APPLIED MATERIALS	AT COST	8,959	14,191
ASTRAZENECA PLC	AT COST	7,640	9,700
ATLAS COPCO AB SPONS	AT COST	2,712	6,561
AVERY DENNISON CORP	AT COST	11,463	16,724
ADR AXA-UAP F/K/A/ AXA SA	AT COST	5,446	6,012
BHP FINANCE USA LTD 5.5% 3/09	AT COST	55,805	55,332
BAKER HUGHES INC	AT COST	3,576	4,574
BANCO BRADESCO SA	AT COST	3,084	2,841
BANCO SANTANDER CENT HISPANO	AT COST	7,825	9,585
BANK OF AMERICA CORP	AT COST	10,716	12,540
BANK OF AMER 6.65% 2/15/11	AT COST	53,059	50,269
BARCLAYS PLC - SPONS ADR	AT COST	4,043	3,469
BARRICK GOLD CORP	AT COST	6,454	8,509

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BAXTER INTERNATIONAL INC	AT COST	10,195	9,618
BERKSHIRE HATHAWAY 4.85% 2015	AT COST	51,542	54,680
BERKSHIRE HATHAWAY, INC. COM	AT COST	13,055	17,624
BIO-RAD LABS CLASS A	AT COST	6,198	9,347
BOC HONG KONG HOLDINGS LTD	AT COST	4,977	12,249
BRITTISH AMERICAN TOB COM	AT COST	9,776	16,317
BROADRIDGE FINANCIAL SOLUTIONS	AT COST	3,142	4,386
BRUNKER BIOSCIENCES CORP	AT COST	5,976	6,640
CME GROUP INC	AT COST	17,393	19,305
CNOOC LTD - ADR	AT COST	3,493	4,767
CVS CAREMARK CORP	AT COST	5,148	6,259
CAMPBELL SOUP CO	AT COST	7,716	8,340
CANON INC	AT COST	3,338	4,107
CENOVUS ENERGY INC	AT COST	11,620	13,296
CHEVRON CORP	AT COST	13,843	17,338
CISCO SYSTEMS COM	AT COST	12,942	13,150
COMCAST CORP CL A	AT COST	16,956	17,796
CONOCOPHILLIPS	AT COST	15,444	19,409
CONOCOPHIL AU 5.5% 4/15/13	AT COST	53,147	54,826
CORNING INC COM	AT COST	4,190	9,370
CROWN HOLDINGS INC	AT COST	8,209	10,348
DBS GROUP HLDGS SPONS ADR	AT COST	5,046	9,390
DESARROLLADORA HOMES SA DE CV	AT COST	6,107	7,776
DIAGEO PLC SPONSORED ADR	AT COST	4,606	7,433
THE WALT DISNEY CO COMMON	AT COST	12,204	22,318
DISCOVER FINANCIAL SVCS COMMON	AT COST	16,002	16,492
DISCOVERY COMMUNICATIONS	AT COST	4,365	6,255
DOLBY LABORATORIES INC CL	AT COST	8,248	14,674
DREAMWORKS ANIMATION SKG INC	AT COST	6,238	9,725
E I DUPONT DE NEMOURS CO	AT COST	2,517	4,739

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
E ON AG SPONS ADR F/K/A VEBA	AT COST	5,157	4,908
EXCO RESOURCES, INC	AT COST	3,174	3,496
EBAY INC	AT COST	9,660	11,410
EMERSON ELECTRIC CO	AT COST	1,782	3,144
EXXON MOBIL CORP	AT COST	9,253	10,237
FEI COMPANY COMMON	AT COST	12,630	15,318
FED HOME LOAN BK 4.5% 11/15/12	AT COST	50,773	53,563
FED HOME LOAN BK 5.375%5.2016	AT COST	99,817	114,726
FED HOME LOAN BK 4% 9/6/12	AT COST	105,762	107,686
FED HOME LOAN BK 5% 7/15/14	AT COST	102,050	112,084
FED NAT MTG 5% 4/15/15	AT COST	101,019	113,189
FED MTG INST CLASS FD #835	AT COST	149,801	151,270
FISERV COMMON	AT COST	11,873	17,568
FLOWERS FOOD INC	AT COST	2,844	3,229
FOCUS MEDIA HOLDING LTD	AT COST	4,727	3,947
FOMENTO ECONOMICO MEX SA DE CV	AT COST	5,374	10,625
FOSSIL INC COMMON	AT COST	5,765	11,982
FRANCE TEL SPONS ADR	AT COST	3,667	3,584
FUJIFILM HOLDINGS CORP	AT COST	5,133	6,878
GENERAL ELECTRIC CO	AT COST	26,333	19,022
GENERAL ELECTRIC CO 5% 2/1/13	AT COST	49,981	53,449
GENUINE PARTS CO	AT COST	13,288	18,482
GLAXOSMITHKLINE PLC	AT COST	6,229	7,844
GOLDMAN SACH 5.7% 9/1/12	AT COST	51,942	53,368
B F GOODRICH COMMON	AT COST	5,840	6,165
GOOGLE INC	AT COST	6,176	9,504
HANOVER INSURANCE GROUP	AT COST	8,855	14,016
HASBRO INC	AT COST	8,247	8,964
HEWLETT PACKARD CO	AT COST	10,101	11,367
HONDA MTR LTD ADR 10 ORD	AT COST	5,870	8,295

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
HOSPIRA INC	AT COST	11,714	11,695
ICON PLC SPONS ADR	AT COST	3,247	2,628
INDEX LABORATORIES	AT COST	9,670	16,613
IHS INC COMMON	AT COST	13,142	25,725
INTEL COMMON	AT COST	14,311	16,824
INERCONTINENTAL HOTELS	AT COST	4,100	4,143
INTERCONTINENTALEXCHANGE INC	AT COST	13,267	15,490
INTERNATIONAL BUSINESS MACHINE	AT COST	8,225	11,741
INTERNATIONAL PAPER CO COMMON	AT COST	12,053	13,075
INTERVAL LEISURE GROUP	AT COST	6,402	15,656
ISHARES SILVER TRUST	AT COST	3,113	5,734
J P MORGAN CHASE & CO	AT COST	14,094	13,574
JOHNSON & JOHNSON	AT COST	10,650	15,463
KEPPEL CORP LTD SPONS ADR	AT COST	8,030	17,850
KRAFT FOODS INC	AT COST	13,974	16,543
KROGER COMPANY	AT COST	8,942	9,168
LABORATORY CORP OF AMER HLDGS	AT COST	10,489	14,946
LAZARD EMERGING MKTS #638	AT COST	118,262	203,450
LEUCADIA NATIONAL CORP	AT COST	7,762	9,629
LOWE'S COMPANIES INC	AT COST	8,303	8,778
MARKEL CORPORATION	AT COST	8,557	11,344
MCKESSON CORP	AT COST	7,769	14,780
MEDNAX INC	AT COST	5,837	6,729
MERCK & CO INC	AT COST	13,335	15,677
MERIDIAN BIOSCIENCE INC	AT COST	5,654	7,411
METLIFE INC	AT COST	18,671	20,442
MICROSOFT CORP	AT COST	20,480	27,910
MICROCHIP TECHNOLOGY	AT COST	5,523	5,816
MITSUI & CO LTD	AT COST	8,646	11,470
MONOTYPE IMAGING HLDGS	AT COST	3,389	9,324

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MORGAN STANLEY	AT COST	3,883	3,537
NALCO HOLDING CO	AT COST	8,878	11,498
NASDAQ OMX GROUP	AT COST	2,800	3,560
NATIONAL GRID GROUP-SPON ADR	AT COST	7,746	8,432
NESTLE SA ADR	AT COST	12,500	22,908
NISSAN	AT COST	3,126	3,622
NOBLE ENERGY INC	AT COST	8,453	12,051
NOVARTIS A G ADR	AT COST	13,273	21,222
O'REILLY AUTOMOTIVE INC	AT COST	6,213	9,063
OCEANEERING INTERNATIONAL	AT COST	5,666	7,363
LUKOIL COMMON	AT COST	3,282	4,512
ORACLE SYS CORP	AT COST	9,746	18,311
ORIX-SPONSORED ADR	AT COST	2,949	4,378
OSHKOSH TRUCK B CL B	AT COST	15,536	18,325
PIMCO FOREIGN BD FD #103	AT COST	141,877	150,646
PALL CORP	AT COST	12,000	23,303
PEPSICO INC	AT COST	9,886	12,086
PETROLEO BRASILEIR PREFERENCE	AT COST	7,877	10,251
PFIZER INC	AT COST	9,582	9,806
PIMCO COMMODITY REAL RET FD 45	AT COST	84,400	112,979
PLEXUS CORP	AT COST	8,706	8,973
PROASSURANCE CORP	AT COST	5,067	6,666
PROGRESS SOFTWARE	AT COST	3,078	3,392
QUEST SOFTWARE INC	AT COST	9,373	14,425
RWE AG	AT COST	7,523	7,380
RAYONIER INC	AT COST	4,824	7,353
REINSURANCE GROUP OF AMERICA	AT COST	6,077	11,279
RIO TINTO PLC ADR	AT COST	1,872	2,866
ROCHE HOLDING LTD ADR	AT COST	5,374	6,247
ROCK-TENN COMPLANY A	AT COST	12,593	15,106

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ROPER INDS INC	AT COST	7,236	11,465
ROVI CORP	AT COST	6,989	15,503
KONINLIJKE KPN NV	AT COST	5,064	6,007
SEI INVESTMENTS CO	AT COST	4,809	6,423
SLM CORP	AT COST	9,692	10,324
SPDR GOLD TRUST	AT COST	6,540	12,485
ST JUDE MEDICAL INC	AT COST	8,125	8,550
SANOFI SYNTHELABO SA-ADR	AT COST	4,652	5,479
SCHLUMBERGER LTD	AT COST	13,645	22,963
FINANCIAL SELECT SECTOR SPDR	AT COST	15,601	22,809
SIGMA ALDRICH CORP	AT COST	3,827	4,659
SNAP-ON INC	AT COST	2,561	3,961
SOCIETE GENERALE FRANCE SPONS	AT COST	7,098	6,475
SOLERA HOLDINGS INC	AT COST	3,633	5,645
SOLUTIA INC	AT COST	10,877	20,310
SOUTHWEST AIRLINES	AT COST	9,233	8,567
STAPLES INC	AT COST	5,018	7,173
STATE STREET CORP	AT COST	11,888	12,512
STATOIL ASA ADR	AT COST	2,508	3,328
STERICYCLE INC	AT COST	7,397	12,138
STERLITE IND LTD	AT COST	3,227	4,466
SUNCOR ENERGY, INC	AT COST	8,697	9,955
SWISS REINSURANCE CO ADR	AT COST	3,934	4,317
SYNOPSYS INC	AT COST	6,818	8,880
TECHNE CORP	AT COST	5,936	7,224
TELEDYNE TECHNOLOGIES	AT COST	6,304	8,794
TELEFONICA S A	AT COST	9,306	10,947
TENARIS S A	AT COST	3,632	3,918
TESCO CORP	AT COST	3,069	3,811
THOMPSON CREEK METALS INC	AT COST	3,386	3,974

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
TOKIO MARINE HOLDINGS INC	AT COST	7,574	8,079
TOTAL S A SPONSORED	AT COST	11,491	12,300
THE TRAVELERS COMPANIES	AT COST	9,572	12,256
TURKCELL ILETISIM	AT COST	8,072	11,477
UNILEVER PLC-SPONSORED ADR	AT COST	18,540	26,248
US TREASURY BD DTD 4.25% 8/13	AT COST	148,805	163,313
US TREASURY BD DTD 4.25% 8/15	AT COST	50,021	55,364
VF CORP	AT COST	5,086	6,033
VALE SA SP PREF ADR	AT COST	4,907	10,879
VALSPAR CORP	AT COST	7,529	11,034
VIRGIN MEDIA INC	AT COST	9,888	10,351
VODAFONE GROUP PLC	AT COST	14,037	19,830
VOLVO AKTIEBOLAGET ADR B	AT COST	4,206	5,288
WABTEC CORP	AT COST	4,346	5,818
WACHOVIA CORP 5.25% 8/1/14	AT COST	50,377	53,325
WAL-MART STORES	AT COST	7,951	8,090
WAL-MART STORES 4.125% 2/11	AT COST	48,585	50,212
WASTE CONNECTIONS	AT COST	6,411	10,324
WELLPOINT INC	AT COST	8,494	14,499
WELLS FARGO & CO	AT COST	4,499	4,649
WHITTING PETROLEUM CORP	AT COST	13,909	23,438
JOHN WILEY & SONS INC	AT COST	7,001	9,500
WOLVERINE WORLD WIDE INC	AT COST	10,322	12,433
ZURICH FINANCIAL SVC ADR	AT COST	3,011	4,677
SUN LIFE ASSURANCE CO	AT COST	50,000	248,162
HARTFORD LIFE ANN 3.5%	AT COST	35,000	85,032
ARCH CAPITAL GROUP LTD	AT COST	7,248	11,447
CENTRAL EUROPEAN MEDIA	AT COST	3,136	2,442
COVIDIEN PLC	AT COST	12,353	14,155
ENSTAR GROUP LTD	AT COST	5,099	7,612

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESCO LTD	AT COST	4,201	4,571
XL CAPITAL LTD	AT COST	9,039	9,383
ALLIED WORLD ASSURANCE CO	AT COST	9,060	11,887
TYCO INT'L LTD	AT COST	16,334	17,405
TYCO ELECTRONICS LTD	AT COST	20,973	24,780

TY 2010 Other Decreases Schedule

Name: DULANEY FA AND JF CHAR

EIN: 54-6487683

Description	Amount
ACCRUED INTEREST CARRYOVER TO 2011	527
MUTUAL FUND ADJUSTMENT	2,252

TY 2010 Other Increases Schedule

Name: DULANEY FA AND JF CHAR

EIN: 54-6487683

Description	Amount
ACCRUED INTEREST CAYYOVER FOR 2009 TO 2010	67

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2010 Other Notes/Loans Receivable Long Schedule

Name: DULANEY FA AND JF CHAR

EIN: 54-6487683

Borrower's Name	Relationship to Insider	Original Amount of Loan	Balance Due	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Security Provided by Borrower	Purpose of Loan	Description of Lender Consideration	Consideration FMV
WILLIAM M HENKEL DEMAND NOTE		150,000		1998-12		INTEREST PAYMENTS ONLY	7 000 %	UNSECURED			