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

2010

Department of the Treasury
Internal Revenue Service

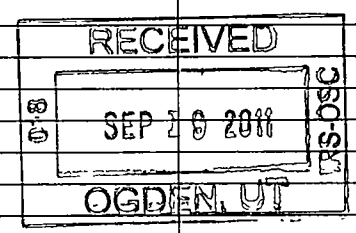
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2010, or tax year beginning **MAY 1, 2010** and ending **APR 30, 2011**

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 CARUTHERS FOUNDATION, INC.		A Employer identification number 51-0248560
Number and street (or P O box number if mail is not delivered to street address) 4600 NORTH FAIRFAX DRIVE, SUITE 1000	Room/suite	B Telephone number 703-524-8811
City or town, state, and ZIP code ARLINGTON, VA 22203		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,028,696.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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	100,000.		N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	6,974.	6,974.		STATEMENT 1
	4 Dividends and interest from securities	14,241.	14,241.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	17,046.			
	b Gross sales price for all assets on line 6a 234,592.				
	7 Capital gain net income (from Part IV, line 2)		17,046.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total Add lines 1 through 11	138,261.	38,261.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	3,995.	3,995.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	9,051.	9,054.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	13,046.	13,049.		0.
	25 Contributions, gifts, grants paid	100,000.			100,000.
	26 Total expenses and disbursements. Add lines 24 and 25	113,046.	13,049.		100,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	25,215.			
	b Net investment income (if negative, enter -0-)		25,212.		
	c Adjusted net income (if negative, enter -0-)			N/A	



SCANNED SEP 30 2011

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	89,529.	209,508.	209,508.
	2 Savings and temporary cash investments	261,428.	167,675.	167,675.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 6	14,655.	11,753.	11,677.
	b Investments - corporate stock STMT 7	261,647.	297,301.	354,766.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	277,733.	260,587.	285,070.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	904,992.	946,824.	1,028,696.
	17 Accounts payable and accrued expenses			
	18 Grants payable	5,000.	28,000.	
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	5,000.	28,000.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	899,992.	918,824.		
30 Total net assets or fund balances	899,992.	918,824.		
31 Total liabilities and net assets/fund balances	904,992.	946,824.		

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	899,992.
2 Enter amount from Part I, line 27a	2	25,215.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	925,207.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	6,383.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	918,824.

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			
b	SEE ATTACHED STATEMENTS		
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	234,592.	217,546.	17,046.

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			
b			
c			
d			
e			17,046.

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	17,046.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	145,500.	975,470.	.149159
2008	73,750.	1,012,508.	.072839
2007	126,600.	1,089,633.	.116186
2006	64,450.	888,094.	.072571
2005	52,950.	396,842.	.133428
2 Total of line 1, column (d)			.544183
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			.108837
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			927,097.
5 Multiply line 4 by line 3			100,902.
6 Enter 1% of net investment income (1% of Part I, line 27b)			252.
7 Add lines 5 and 6			101,154.
8 Enter qualifying distributions from Part XII, line 4 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			100,000.

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

Table with 11 rows for excise tax calculations. Line 1: 504. Line 2: 0. Line 3: 504. Line 4: 0. Line 5: 504. Line 7: 0. Line 9: 504. Line 11: Refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns: Question, Yes, No. Row 1a: No (X). Row 1b: No (X). Row 1c: No (X). Row 2: No (X). Row 3: No (X). Row 4a: No (X). Row 4b: N/A. Row 5: No (X). Row 6: Yes (X). Row 7: Yes (X). Row 8a: VA. Row 8b: Yes (X). Row 9: No (X). Row 10: No (X).

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 instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ JUSTIN MILLER Telephone no. ▶ 703-524-8811 Located at ▶ 4600 N FAIRFAX DRIVE, SUITE 1000, ARLINGTON, VA ZIP+4 ▶ 22203			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
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? 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 ▶		Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ▶ <input type="checkbox"/>		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010) N/A		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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) N/A

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.

(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 9		0.	0.	0.

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

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

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

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

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

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

Total. Add lines 1 through 3 ▶ 0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	593,736.
b	Average of monthly cash balances	1b	347,479.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	941,215.
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	941,215.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,118.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	927,097.
6	Minimum investment return. Enter 5% of line 5	6	46,355.

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

1	Minimum investment return from Part X, line 6	1	46,355.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	504.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	504.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	45,851.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	45,851.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	45,851.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	100,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	100,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	100,000.

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 instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				45,851.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	33,213.			
b From 2006	20,651.			
c From 2007	73,286.			
d From 2008	23,394.			
e From 2009	97,999.			
f Total of lines 3a through e	248,543.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 100,000.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				45,851.
e Remaining amount distributed out of corpus	54,149.			
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	302,692.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	33,213.			
9 Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a	269,479.			
10 Analysis of line 9:				
a Excess from 2006	20,651.			
b Excess from 2007	73,286.			
c Excess from 2008	23,394.			
d Excess from 2009	97,999.			
e Excess from 2010	54,149.			

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

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

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

NONE

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

NONE

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

JUSTIN MILLER, 703-524-8811
4600 N FAIRFAX DRIVE, STE 1000, ARLINGTON, VA 22203

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

WRITTEN REQUEST

c Any submission deadlines:

APRIL 30

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

NO

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	5
DESCRIPTION		AMOUNT	
FOREIGN TAXES WITHHELD			284.
ADJUSTMENT FOR LADDERED CD'S			4,716.
2009 990PF			1,273.
			110.
TOTAL TO FORM 990-PF, PART III, LINE 5			6,383.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
1082.228 SH NUVEEN LIMITED TERM MUNI BOND FD		X	11,753.	11,677.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			11,753.	11,677.
TOTAL TO FORM 990-PF, PART II, LINE 10A			11,753.	11,677.

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
160 SH ABB LTD SPONS ADR			2,893.	4,398.
110 SH AT&T			2,972.	3,423.
90 SH CAMPBELL SOUP CO			0.	0.
38 SH CHEVRON CORP			3,008.	4,159.
120 SH CISCO SYSTEMS			2,923.	2,102.
180 SH COMCAST CORP CL A			3,044.	4,718.
55 SH CONOCOPHILLIPS			2,908.	4,339.
95 SH THE WALT DISNEY COMPANY			3,007.	4,094.
42 SH EXXON MOBIL CORPORATION			2,925.	3,695.
130 SH FEI COMPANY			0.	0.
120 SH FLOWERS FOOD INC			0.	0.
180 SH GENERAL ELECTRIC			2,996.	3,681.
70 SH HEWITT ASSOCIATES INC CL A			0.	0.
55 SH INDEX LABORATORIES			0.	0.
150 SH INTEL			3,088.	3,473.
22 SH INTERCONTINENTALEXCHANGE INC			2,415.	2,648.

100 SH KRAFT FOODS INC	2,882.	3,359.
65 SH MEDTRONIC INC	2,978.	2,714.
80 SH MERCK & CO INC	3,021.	2,876.
235 SH MICROSOFT CORP	6,634.	6,091.
34 SH MONSANTO CO	0.	0.
48 SH PEPSICO INC	2,917.	3,307.
60 SH REINSURANCE GROUP OF AMERICA	0.	0.
95 SH ROVI CORPORATION	0.	0.
60 SH SAP AKTIENGESELLSCHAFT ADR	2,963.	3,872.
180 SH SOLUTIA INC	3,191.	4,743.
175 SH SUNCOR ENERGY INC	5,772.	8,057.
60 SH THE TRAVELERS COMPANIES INC	2,888.	3,797.
130 SH VODAFONE GROUP PLC	2,856.	3,786.
46 SH WELLPOINT INC	0.	0.
65 SH ALLIED WORLD ASSURANCE HOLDINGS LTD	2,952.	4,223.
32 SH TRANSOCEAN LTD	0.	0.
120 SH ADIDAS AG	2,948.	4,469.
150 SH TENCENT HOLDINGS LTD	2,783.	4,268.
65 SH KB FINANCIAL GROUP INC	2,743.	3,464.
50 SH BAXTER INTERNATIONAL GROUP INC	0.	0.
150 SH MANULIFE FINANCIAL CORP	2,743.	2,696.
60 SH ENI SPA SPONSORED ADR	2,732.	3,224.
44 SH SCHLUMBERGER LTD	2,768.	3,949.
24 SH INTERNATIONAL BUSINESS MACHINES	2,968.	4,094.
220 SH INTERVAL LEISURE GROUP	2,865.	3,535.
50 SH BERKSHIRE HATHAWAY INC	3,636.	4,165.
65 SH FISERV	0.	0.
75 SH J P MORGAN CHASE & CO	2,910.	3,422.
110 SH CROWN HOLDINGS	2,814.	4,114.
55 SH ABBOTT LABORATORIES	2,987.	2,862.
200 SH BANCO SANTANDER CENT HISPANO S A ADR	2,558.	2,480.
46 SH JOHNSON & JOHNSON	2,910.	3,023.
70 SH ROCK-TENN COMPANY "A"	2,820.	4,835.
140 SH KROGER COMPANY	0.	0.
38 SH LOCKHEED MARTIN CORP	2,916.	3,012.
65 SH STATE STREET CORP	0.	0.
120 SH ORACLE SYS CORP	2,791.	4,315.
44 SH ANADARKO PETE CORP	0.	0.
140 SH LOWE'S COMPANIES INC	2,957.	3,675.
130 SH VALE SA SP PREF ADR	2,895.	3,887.
80 SH PALL CORPORATION	0.	0.
150 SH BARCLAYS PLC-SPONS ADR	2,600.	2,857.
95 SH UNILEVER PLC-SPONS ADR	0.	0.
40 SH V F CORP	2,870.	4,022.
70 SH AMPHENOL CORP CL A	2,719.	3,914.
130 SH LEUCADIA NATIONAL CORP	0.	0.
90 SH AVERY DENNISON CORP	0.	0.
55 SH IHS INC	0.	0.
240 SH APPLIED MATERIALS	0.	0.
65 SH BANK OF NOVA SCOTIA	3,091.	3,968.
75 SH BARRICK GOLD CORP	0.	0.
170 SH CORNING INC	2,956.	3,560.
80 SH HASBRO	2,913.	3,747.
40 SH LABORATORY CORP OF AMERICA	2,925.	3,859.

40 SH NOBLE ENERGY	0.	0.
70 SH NUCOR CORPORATION	0.	0.
170 SH PFIZER INC	2,946.	3,565.
75 SH QUALCOMM INC	0.	0.
80 SH LAZARD LTD	0.	0.
55 SH SYNGENTA AG ADR	2,983.	3,891.
48 SH TEVA PHARMACEUTICAL INDS LTD ADR	2,929.	2,195.
110 SH WOLVERINE WORLD WIDE INC	3,103.	4,365.
75 SH O'REILLY AUTOMOTIVE	0.	0.
50 SH PROASSURANCE CORP	2,941.	3,320.
55 SH HOSPIRA INC	3,131.	3,120.
46 SH TECHNE CORP	0.	0.
38 SH NOVO-NORDISK A S ADR	2,959.	4,841.
50 SH DOLBY LABORATORIES IN CL A	2,947.	2,503.
55 SH TOTAL S A SPONSORED	3,153.	3,533.
130 SH SYNOPSIS INC	0.	0.
270 SH TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD	3,035.	3,645.
75 SH TYCO INTERNATIONAL LTD	3,023.	3,656.
140 SH COOPER TIRE & RUBBER CO	3,506.	3,777.
270 SH INTERPUBLIC GROUP	3,328.	3,173.
160 SH STAPLES INC	3,287.	3,382.
55 SH TARGET CORP	2,972.	2,700.
60 SH TREEHOUSE FOODS INC	3,513.	3,640.
120 SH CAMECO CORP	2,852.	3,538.
85 SH CENOVUS ENERGY	3,405.	3,264.
10 SH LUKOIL	509.	692.
60 SH WHITING PETROLEUM CORP	3,145.	4,170.
180 SH BANK OF AMERICA CORP	2,848.	2,210.
80 SH AMERICAN EXPRESS COMPANY	3,133.	3,926.
187 SH BANCO BRADESCO S A	2,865.	3,783.
180 SH DISCOVER FINANCIAL SVCS	3,101.	4,471.
480 SH HUNTINGTON BANCSHARES INC	3,302.	3,259.
80 SH METLIFE INC	3,199.	3,743.
270 SH SLM CORPORATION	3,027.	4,479.
34 SH BIO-RAD LABS	3,107.	4,254.
65 SH LIFE TECHNOLOGIES CORP	3,435.	3,588.
55 SH MEDNAX INC	3,130.	3,901.
55 SH NOVARTIS A G ADR	3,284.	3,254.
200 SH ATLAS COPCO AB SPONS	2,956.	5,886.
90 SH BE AEROSPACE INC	3,400.	3,473.
44 SH CANADIAN NATL RY CO	3,284.	3,407.
132 SH FANUC LTD	3,054.	3,654.
90 SH KBR INC	3,398.	3,453.
80 SH OSHKOSH TRUCK B	2,884.	2,533.
270 SH SOUTHWEST AIRLINES	3,179.	3,173.
12 SH APPLE COMPUTER COPORATION	2,897.	4,202.
60 SH HEWLETT PACKARD COMPANY	2,842.	2,422.
100 SH MICROCHIP TECHNOLOGY INC	3,079.	4,104.
110 SH PROGRESS SOFTWARE	3,319.	3,262.
260 SH FORMERLY SGS-THOMSON MICROELECTRONICS SH	3,258.	3,089.
100 SH TE CONNECTIVITY LTD	2,886.	3,585.
65 SH CHECKPOINT SOFTWARE TECHNOLOGY	3,372.	3,570.
180 SH ALCOA INC	3,269.	3,060.
70 SH TECK CORPORATION	3,125.	3,798.

70 SH TELENOR ASA ADR	3,541.	3,634.
44 SH OIL STATES INTERNATIONAL INC	3,409.	3,652.
TOTAL TO FORM 990-PF, PART II, LINE 10B	297,301.	354,766.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
6732.713 SH STERLING CAPITAL SHORT-TERM BOND FUND	COST	64,648.	64,432.
179.608 SH VANGUARD SHORT TERM TAX EXEMPT FD	COST	0.	0.
1172.038 SH LAZARD EMERGING MKTS PORTFOLIO	COST	14,705.	26,277.
6824.553 SH FEDERATED SHORT TERM INCOME FD	COST	56,586.	58,964.
1480.032 CREDIT SUISSE COMMODITY RETURN STRATEGY	COST	12,644.	15,082.
788.291 SH FORWARD INTERNATIONAL SMALL COMPANIES	COST	9,964.	12,510.
28 SH SPDR GOLD TRUST	COST	0.	0.
2515.194 SH PIMCO LOW DURATION FUND	COST	26,207.	26,460.
100 SH UTILITIES SELECT SECTOR SPDR FD	COST	2,955.	3,316.
3928.406 SH PRUDENTIAL SHORT TERM CORP BOND FD	COST	45,199.	45,373.
89.408 SH OPPENHEIMER DEVELOPING MKTS	COST	3,292.	3,313.
678.017 SH STERLING CAPITAL SPECIAL OPPORTUNITIES FD	COST	10,394.	12,889.
385.613 SH COHEN & STEERS REALTY SHARES	COST	13,993.	16,454.
TOTAL TO FORM 990-PF, PART II, LINE 13		260,587.	285,070.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CAPITAL HOSPICE 2900 TELESTAR COURT FALLS CHURCH, VA 22042	HEALTH	PUBLIC	2,000.
ARLINGTON FOOD ASSISTANCE CENTER 2708 S. NELSON STREET ARLINGTON, VA 22206	HOMELESS/DOMESTIC VIOLENCE	PUBLIC	2,500.
ARLINGTON FREE CLINIC 2921 11TH STREET SOUTH ARLINGTON, VA 22204	HEALTH	PUBLIC	10,000.
ARLINGTON PEDIATRIC CENTER 3045 COLUMBIA PIKE, #2 ARLINGTON, VA 22204	HEALTH	PUBLIC	2,000.
DOORWAYS FOR WOMEN AND CHILDREN P.O. BOX 100185 ARLINGTON, VA 22210	HOMELESS/DOMESTIC VIOLENCE	PUBLIC	50,000.
ST JUDE CHILDREN'S HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105	HEALTH	PUBLIC	15,000.
PICKLEBERRY PIE, INC 305 DICKENS WAY SANTA CRUZ, CA 95064	HEALTH	PUBLIC	1,000.
THE SCHOLARSHIP FUND OF ALEXANDRIA 3330 KING STREET ALEXANDRIA, VA 22302	EDUCATION	PUBLIC	5,000.

CARUTHERS FOUNDATION, INC.

51-0248560

SUSAN G KOMEN RACE FOR THE CURE DC 205 N. MICHIGAN AVE, SUITE 2630 CHICAGO, IL 60601	COMMUNITY	PUBLIC	2,000.
WETA 2775 SOUTH QUINCY STREET ARLINGTON, VA 22206	EDUCATION	PUBLIC	500.
YMCA ARLINGTON 3422 NORTH 13TH STREET ARLINGTON, VA 22201	COMMUNITY	PUBLIC	10,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>100,000.</u>

CARUTHERS FOUNDATION, INC.

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 179.608 SH VANGUARD SHORT TERM TAX EXEMPT FUND	P	04/27/09	06/04/10
b 44 SH ANADARKO PETE CORP	P	02/09/10	06/08/10
c 90 SH CAMPBELL SOUP CO	P	01/13/10	06/08/10
d 55 SH INDEX LABORATORIES	P	01/13/10	06/08/10
e 130 SH LOWE'S COMPANIES INC	P	02/09/10	06/08/10
f 34 SH MONSANTO CO	P	01/13/10	06/08/10
g 70 SH NUCOR CORPORATION	P	03/09/10	06/08/10
h 75 SH O'REILLY AUTOMOTIVE	P	03/09/10	06/08/10
i 220 SH SOLUTIA INC	P	01/13/10	06/08/10
j 46 SH TECHNE CORP	P	04/01/10	06/08/10
k 80 SH LAZARD LTD	P	03/09/10	06/08/10
l 32 SH TRANSOCEAN LTD	P	01/13/10	06/08/10
m 1,171.376 SH BB&T SHORT US GOVT	P	04/27/09	08/25/10
n 240 SH APPLIED MATERIALS	P	03/09/10	08/27/10
o 75 SH BARRICK GOLD CORP	P	03/09/10	08/27/10

(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 2,859.		2,847.	12.
b 1,989.		2,792.	<803.>
c 3,285.		2,955.	330.
d 3,519.		3,095.	424.
e 3,137.		2,833.	304.
f 1,708.		2,930.	<1,222.>
g 2,945.		3,020.	<75.>
h 3,819.		2,959.	860.
i 3,370.		2,915.	455.
j 2,819.		3,010.	<191.>
k 2,560.		3,062.	<502.>
l 1,613.		2,953.	<1,340.>
m 11,339.		11,315.	24.
n 2,568.		2,928.	<360.>
o 3,300.		2,970.	330.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			12.
b			<803.>
c			330.
d			424.
e			304.
f			<1,222.>
g			<75.>
h			860.
i			455.
j			<191.>
k			<502.>
l			<1,340.>
m			24.
n			<360.>
o			330.

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

CARUTHERS FOUNDATION, INC.

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 70 SH HEWITT ASSOCIATES INC	P	01/13/10	08/27/10
b 130 SH LEUCADIA NATIONAL CORP	P	02/09/10	08/27/10
c 60 SH REINSURANCE GROUPS OF AMERICA	P	01/13/10	08/27/10
d 130 SH SYNOPSIS INC	P	04/20/10	08/27/10
e 46 SH WELLPOINT INC	P	01/13/10	08/27/10
f 6 SH INTERCONTINENTAL EXCHANGE INC	P	01/13/10	10/06/10
g 50 SH LUKOIL	P	06/08/10	10/06/10
h 95 SH ROVI CORPORATION	P	01/13/10	10/06/10
i 1698.511 SH BB&T SHORT US GOVT	P	04/27/09	10/19/10
j 1,698.511 SH FEDERATED SHORT TERM INCOME FUND	P	06/11/09	10/19/10
k 256.222 SH NUVEEN LIMITED TERM MUNICIPAL BOND	P	08/25/10	10/19/10
l 514.977 SH PIMCO LOW DURATION FUND	P	02/05/10	10/19/10
m 1,257.86 SH PRUDENTIAL SHORT TERM CORPORATE BOND	P	04/16/10	10/19/10
n 120 SH FLOWER FOOD INC	P	01/13/10	10/21/10
o 140 SH KROGER COMPANY	P	02/09/10	10/21/10

(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 3,393.		2,945.	448.
b 2,592.		2,933.	<341.>
c 2,675.		2,956.	<281.>
d 2,977.		3,022.	<45.>
e 2,264.		2,907.	<643.>
f 642.		659.	<17.>
g 2,878.		2,546.	332.
h 4,743.		3,035.	1,708.
i 15,703.		15,655.	48.
j 14,709.		14,437.	272.
k 2,813.		2,821.	<8.>
l 5,515.		5,361.	154.
m 14,730.		14,478.	252.
n 2,986.		2,971.	15.
o 3,093.		2,996.	97.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			448.
b			<341.>
c			<281.>
d			<45.>
e			<643.>
f			<17.>
g			332.
h			1,708.
i			48.
j			272.
k			<8.>
l			154.
m			252.
n			15.
o			97.

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

CARUTHERS FOUNDATION, INC.

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 95 SH OWENS ILLINOIS	P	06/08/10	10/21/10
b 75 SH QUALCOMM INC	P	03/09/10	10/21/10
c 140 SH ACTUANT CORP CL A	P	10/21/10	04/13/11
d 335.827 SH LAZARD EMERGING MKTS PORTFOLIO	P	11/03/08	04/11/11
e 542.545 SH NUVEEN LIMITED TERM MUNICIPAL BOND FUN	P	VARIOUS	04/11/11
f 1508.851 SH PIMCO LOW DURATION FUND	P	02/05/10	04/11/11
g 90 SH AVERY DENNISON CORP	P	02/09/10	04/13/11
h 50 SH BAXTER INTERNATIONAL	P	02/09/10	04/13/11
i 12 SH CME GROUP INC	P	10/21/10	04/13/11
j 55 SH COCA COLA COMPANY	P	10/21/10	04/13/11
k 95 SH DREAMWORKS ANIMATION SKG INC	P	10/21/10	04/13/11
l 130 SH FEI COMPANY	P	01/13/10	04/13/11
m 65 SH FISERV COMMON	P	02/09/10	04/13/11
n 55 SH IHS INC	P	02/09/10	04/13/11
o 40 SH NOBLE ENERGY INC	P	03/09/10	04/13/11

(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 2,731.		2,865.	<134.>
b 3,325.		2,905.	420.
c 3,938.		3,216.	722.
d 7,516.		4,100.	3,416.
e 5,800.		5,865.	<65.>
f 15,783.		15,703.	80.
g 3,811.		2,965.	846.
h 2,697.		2,850.	<153.>
i 3,674.		3,344.	330.
j 3,706.		3,297.	409.
k 2,600.		3,143.	<543.>
l 4,201.		3,002.	1,199.
m 4,054.		3,008.	1,046.
n 4,736.		2,850.	1,886.
o 3,859.		2,884.	975.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<134.>
b			420.
c			722.
d			3,416.
e			<65.>
f			80.
g			846.
h			<153.>
i			330.
j			409.
k			<543.>
l			1,199.
m			1,046.
n			1,886.
o			975.

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

CARUTHERS FOUNDATION, INC.

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 80 SH PALL CORPORATION	P	02/09/10	04/13/11
b 120 SH QUEST SOFTWARE INC	P	10/21/10	04/13/11
c 28 SH SPDR GOLD TRUST	P	01/13/10	04/13/11
d 55 SH SIGMA ALDRICH CORP	P	08/27/10	04/13/11
e 65 SH STATE STREET CORP	P	02/09/10	04/13/11
f 95 SH UNILEVER PLC- SPONSORED ADR	P	02/09/10	04/13/11
g 75 SH COVIDIEN PLC	P	08/27/10	04/13/11
h 170 SH XL CAPITAL LTD	P	08/27/10	04/13/11
i CAPITAL GAINS DIVIDENDS			
j			
k			
l			
m			
n			
o			

(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 4,729.		2,778.	1,951.
b 2,922.		3,031.	<109.>
c 4,014.		3,097.	917.
d 3,573.		2,906.	667.
e 3,009.		2,815.	194.
f 2,956.		2,803.	153.
g 3,951.		2,826.	1,125.
h 4,270.		2,987.	1,283.
i 194.			194.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			1,951.
b			<109.>
c			917.
d			667.
e			194.
f			153.
g			1,125.
h			1,283.
i			194.
j			
k			
l			
m			
n			
o			

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	17,046.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BB&T WEALTH	4.
WELLS FARGO ADVISORS	6,970.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	6,974.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BB&T WEALTH	14,435.	194.	14,241.
TOTAL TO FM 990-PF, PART I, LN 4	14,435.	194.	14,241.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FRITZ AND COMPANY PC	3,995.	3,995.		0.
TO FORM 990-PF, PG 1, LN 16B	3,995.	3,995.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BB&T WEALTH INVESTMENT FEES	9,004.	9,004.		0.
VIRGINIA REGISTRATION	25.	25.		0.
BB&T WEALTH ADR FEES	22.	25.		0.
TO FORM 990-PF, PG 1, LN 23	9,051.	9,054.		0.