efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491315007101

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 07-01-2010 , and ending 06-30-2011

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
LIONS CHARITY FOUNDATION
DISTRICT 24-D INC

A Employer identification number
54-1191781

Number and street (or P O box number if mail is not delivered to street address) Room/suite
327 W 21ST STREET ST 203

B Telephone number (see page 10 of the instructions)
(757) 484-0574

City or town, state, and ZIP code
NORFOLK, VA 23517

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,569,167

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)	62,933			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	32,205	32,205		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	146,892			
	b	Gross sales price for all assets on line 6a 999,789				
	7	Capital gain net income (from Part IV, line 2)		146,892		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	26,948			
	12	**Total.** Add lines 1 through 11	268,978	179,097		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	313	157		156
	b	Accounting fees (attach schedule)	2,500	1,250		1,250
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	1,773			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	400			
	21	Travel, conferences, and meetings				
	22	Printing and publications	679	340		339
	23	Other expenses (attach schedule)	17,156	38		37
	24	**Total operating and administrative expenses.** Add lines 13 through 23	22,821	1,785		1,782
	25	Contributions, gifts, grants paid	103,242			103,242
	26	**Total expenses and disbursements.** Add lines 24 and 25	126,063	1,785		105,024
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	142,915			
	b	**Net investment income** (if negative, enter -0-)		177,312		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	95,365	75,294	75,294
	2	Savings and temporary cash investments	187,195	50,593	50,593
	3	Accounts receivable ▶ 3			
		Less allowance for doubtful accounts ▶	567	3	3
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges		5,080	5,080
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	676,747	957,329	957,329
	c	Investments—corporate bonds (attach schedule)	404,500	480,868	480,868
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,364,374	1,569,167	1,569,167
Liabilities	17	Accounts payable and accrued expenses	1,035	4,433	
	18	Grants payable	10,170	18,216	
	19	Deferred revenue		980	
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)	6,814	2,662	
	23	**Total liabilities** (add lines 17 through 22)	18,019	26,291	
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	897,275	1,052,744	
	25	Temporarily restricted	71,062	110,664	
	26	Permanently restricted	378,018	379,468	
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	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)	1,346,355	1,542,876	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,364,374	1,569,167	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,346,355
2	Enter amount from Part I, line 27a	2	142,915
3	Other increases not included in line 2 (itemize) ▶	3	53,606
4	Add lines 1, 2, and 3	4	1,542,876
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,542,876

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	146,892
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	6,048

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	49,931	1,475,550	0 033839
2008			
2007			
2006			
2005			

2	**Total** of line 1, column (d)	2	0 033839
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 033839
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,529,636
5	Multiply line 4 by line 3	5	51,761
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,773
7	Add lines 5 and 6	7	53,534
8	Enter qualifying distributions from Part XII, line 4	8	105,024

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	1,773
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	1,773
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,773
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a — 1,120		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	1,120
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	653
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** ▶ 0 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(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) ▶ ______			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

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

Website address ▶N/A

14 The books are in care of ▶WARRINER ATKINSON Telephone no ▶(757) 484-0574

Located at ▶3145 STERLING WAY PORTSMOUTH VA ZIP+4 ▶23703

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		

See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. | | Yes | No |

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No

b If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? | **1b** | | |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? | **1c** | | |

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☑ No

If "Yes," list the years ▶ 20____, 20____, 20____, 20____

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions) | **2b** | | |

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here

▶ 20____, 20____, 20____, 20____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No

b If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)* | **3b** | | |

			Yes	No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	**4a**		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	**4b**		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☑ **No**			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . ☐ **Yes** ☑ **No**			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☑ **No**			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). . . ☐ **Yes** ☑ **No**			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here. . . . ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . ☐ **Yes** ☐ **No**			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . ☐ **Yes** ☑ **No**			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **Yes** ☐ **No**			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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

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

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. . . . . ▶

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 THE ORGANIZATION PROVIDES EYE EXAMS, EYE GLASSES, HEARING EXAMS AND HEARING AIDS, MEDICAL EQUIPMENT, PROSTHESIS, MEDICAL TESTING, OCULAR AND HEARING SURGERIES AND ASSISTANCE WITH OTHER MEDICALLY RELATED ISSUES FOR RESIDENTS OF SOUTHEAST VIRGINIA WHO OTHERWISE COULD NOT AFFORD THESE SERVICES APPROXIMATELY 150 INDIVIDUALS WERE ASSISTED THE ORGANIZATION PROVIDES FILM TO THE LIONS CLUBS OF DIST 24-D, FOR PRE-SCHOOL EYE SCREENING HUNDREDS OF CHILDREN WERE SCREENED FOR VARIOUS EYE PROBLEMS THIS PAST YEAR	51,546
2 THE ORGANIZATION SPONSORS A YOUTH EXCHANGE PROGRAM THE PROGRAM BRINGS STUDENTS FROM AROUND THE WORLD TO LIVE IN THE SOUTHEASTERN PART OF VIRGINIA DURING THE SUMMER NUMEROUS ACTIVITIES AND EVENTS ARE HELD THE PROGRAM IS CENTERED ON THE CAMPUS OF VIRGINIA WESLEYAN COLLEGE 30 STUDENTS PARTICIPATED THIS PAST YEAR	25,796
3 GRANT TO THE LIONS MEDICAL EYE BANK OF EASTERN VIRGINIA FOR EQUIPMENT	20,400
4 GRANT TO THE CITY OF VIRGINIA BEACH BAYSIDE LIBRARY SPECIAL SERVICES	5,500

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
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	1,255,989
b	Average of monthly cash balances	1b	294,766
c	Fair market value of all other assets (see page 24 of the instructions)	1c	2,175
d	**Total** (add lines 1a, b, and c)	1d	1,552,930
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,552,930
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	23,294
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,529,636
6	**Minimum investment return.** Enter 5% of line 5	6	76,482

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	76,482
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,773		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,773
3	Distributable amount before adjustments Subtract line 2c from line 1			3	74,709
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	74,709
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	74,709

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	105,024
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
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	105,024
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	1,773
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	103,251

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				74,709
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.			22,812	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2010				
a From 2005.				
b From 2006.				
c From 2007.				
d From 2008.				
e From 2009.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 105,024				
a Applied to 2009, but not more than line 2a			22,812	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d Applied to 2010 distributable amount.				74,709
e Remaining amount distributed out of corpus	7,503			
5 Excess distributions carryover applied to 2010				
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,503			
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	7,503			
10 Analysis of line 9				
a Excess from 2006. . . .				
b Excess from 2007. . . .				
c Excess from 2008. . . .				
d Excess from 2009. . . .				
e Excess from 2010. . . . 7,503				

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			
	(a) 2010	**(b)** 2009	**(c)** 2008	**(d)** 2007	**(e) Total**
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*				
LIONS MEDICAL EYE BANK OF EASTERN VIRGINIA INC 600 GRESHAM DRIVE NORFOLK, VA 23507	NONE	EXEMPT	EQUIPMENT	20,400
CITY OF VIRGINIA BEACH 2401 COURT HOUSE DRIVE VIRGINIA BEACH, VA 23456	NONE	EXEMPT	BAYSIDE LIBRARY SPEC SVCS	5,500
AID TO INDIVIDUALS - EYE EXAMS GLASSES HEARING AIDS SURGERY ETC VARIOUS NORFOLK, VA 23517	NONE		GLASSES, EXAMS, HEARING AIDS, SURGER	51,546
YOUTH EXCHANGE C/O VIRGINIA WESLEYAN COLLEGE 1584 WESLEYAN DRIVE NORFOLK, VA 23502	NONE		YOUTH EXCHANGE PROGRAM	25,796
Total . . . . ▶ **3a**				103,242
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 YOUTH EXCHANGE FEES			1	11,525	
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	32,205	
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	146,892	
9 Net income or (loss) from special events			5	-2,058	
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				188,564	

13 Total. Add line 12, columns (b), (d), and (e) . . . **13** 188,564

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

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

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

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

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

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

		Date	Check if self-employed ☑	PTIN
Preparer's Signature	CHARLES T SAUNDERS CPA	2011-11-11		
Firm's name	SAUNDERS AND MATTHEWS PLLC		Firm's EIN	
Firm's address	327 WEST 21ST STREET SUITE 203 NORFOLK, VA 23517		Phone no (757) 625-7849	

Additional Data

Software ID:
Software Version:
EIN: 54-1191781
Name: LIONS CHARITY FOUNDATION DISTRICT 24-D INC

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	BB&T FUND 2430 S/T C/G	P	2010-10-01	2011-04-01
B	BB&T FUND 2430 L/T C/G	P	2009-10-01	2011-04-01
C	BB&T FUND 2467 S/T C/G	P	2010-10-10	2011-04-01
D	BB&T FUND 2467 L/T C/G	P	2009-10-01	2011-04-01
E	BB&T FUND 2476 S/T C/G	P	2010-10-01	2011-04-01
F	BB&T FUND 2476 L/T C/G	P	2009-10-01	2011-04-01

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	33,622		32,403	1,219
B	136,996		105,159	31,837
C	267,471		264,266	3,205
D	333,980		267,920	66,060
E	46,413		44,789	1,624
F	179,085		138,360	40,725

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				1,219
B				31,837
C				3,205
D				66,060
E				1,624
F				40,725

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BARBARA SENECAL 4241 MANCHESTER ROAD PORTSMOUTH, VA 237034816	DIRECTOR 5 00	0	0	0
MICHAEL KEELEAN 1405 SKI LODGE ROAD VIRGINIA BEACH, VA 23453	PRESIDENT 3 00	0	0	0
JERRY H PHELPS 1229 COURSE VIEW CIRCLE VIRGINIA BEACH, VA 23455	SECRETARY 5 00	0	0	0
WARRINER ATKINSON 3145 STERLING WAY PORTSMOUTH, VA 237034004	TREASURER 5 00	0	0	0
KEMP PARRISH 7 HULL STREET NEWPORT NEWS, VA 23601	DIRECTOR 1 00	0	0	0
MARY VAN ECK 16350 PLEASURE POINT PLACE WINDSOR, VA 23487	DIRECTOR 1 00	0	0	0
SANDY CARAWAN 924 JOHNSTOWN ROAD CHESAPEAKE, VA 23322	DIRECTOR 1 00	0	0	0
WILSON DODSON 935 GRAYDON AVENUE NORFOLK, VA 23507	DIRECTOR 1 00	0	0	0
BEN KIDD 9 LAKE STREET ONANCOCK, VA 23417	DIRECTOR 1 00	0	0	0
CHET KRAMER 3803 PAMUNKEY RIVER REACH PORTSMOUTH, VA 23703	V/P 1 00	0	0	0
FRED FARTHING 704 LINK ROAD YORKTOWN, VA 23692	DIRECTOR 1 00	0	0	0
J DUDLEY GODWIN 735 SUFFOLK LANE VIRGINIA BEACH, VA 23452	DIRECTOR 1 00	0	0	0
DONALD FULLER 203 BRIGADE DRIVE GRAFTON, VA 23692	DIRECTOR 1 00	0	0	0
J STANLEY FURMAN 4004 ATLANTIC AVENUE VIRGINIA BEACH, VA 23451	DIRECTOR 1 00	0	0	0
JIM TUSSING 104 JUSTICE GRICE WILLIAMSBURG, VA 23185	DIRECTOR 1 00	0	0	0
RICHARD KNOX 1117 PLANTATION LAKE CIRCLE CHESAPEAKE, VA 23320	DIRECTOR 1 00	0	0	0
DON WILLIAMS 1351 SUSSEX PLACE NORFOLK, VA 23508	DIRECTOR 1 00	0	0	0

TY 2010 Accounting Fees Schedule

Name: LIONS CHARITY FOUNDATION DISTRICT 24-D INC

EIN: 54-1191781

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,500	1,250		1,250

TY 2010 Compensation Explanation

Name: LIONS CHARITY FOUNDATION DISTRICT 24-D INC

EIN: 54-1191781

Person Name	Explanation
BARBARA SENECAL	
MICHAEL KEELEAN	
JERRY H PHELPS	
WARRINER ATKINSON	
KEMP PARRISH	
MARY VAN ECK	
SANDY CARAWAN	
WILSON DODSON	
BEN KIDD	
CHET KRAMER	
FRED FARTHING	
J DUDLEY GODWIN	
DONALD FULLER	
J STANLEY FURMAN	
JIM TUSSING	
RICHARD KNOX	
DON WILLIAMS	

TY 2010 General Explanation Attachment

Name: LIONS CHARITY FOUNDATION
DISTRICT 24-D INC

EIN: 54-1191781

Identifier	Return Reference	Explanation
GENERAL RETURN INFORMATION		REALIZED GAINS AND LOSSES DUE TO THE LARGE NUMBER OF INDIVIDU LOSSES HAVE BEEN ENTERED IN SUMMARY TRUST DEPARTMENT OF BB&T BANK THE DONATED SERVICES THE ORGANIZATION HAS RECEIVED SUBST HOSPITALS, DOCTORS AND OTHER MEDICA DONATED SERVICES HAVE ALLOWED THE O AVAILABLE FOR CHARITABLE PURPOSES A INDIVIDUALS IN SOUTHEAST VIRGINIA A LARGE NUMBER OF INDIVIDUALS AFFIL 24-D, IN VIRGINIA, HAVE DONATED THE THIS ORGANIZATION AND SECURING THE AND HOSPITALS IN SOUTHEAST VIRGINIA TIRELESSLY AND ARE NOT COMPENSATED THE VALUE OF THE PROFESSIONAL AND P ORGANIZATION ARE NOT REFLECTED IN T
GENERAL ELECTIONS		

TY 2010 Investments Corporate Bonds Schedule

Name: LIONS CHARITY FOUNDATION DISTRICT 24-D INC

EIN: 54-1191781

Name of Bond	End of Year Book Value	End of Year Fair Market Value
VARIOUS MUTUAL FUNDS	480,868	480,868

TY 2010 Investments Corporate Stock Schedule

Name: LIONS CHARITY FOUNDATION DISTRICT 24-D INC

EIN: 54-1191781

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VARIOUS MUTUAL FUNDS	957,329	957,329

TY 2010 Legal Fees Schedule

Name: LIONS CHARITY FOUNDATION
DISTRICT 24-D INC

EIN: 54-1191781

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	313			

TY 2010 Other Expenses Schedule

Name: LIONS CHARITY FOUNDATION
DISTRICT 24-D INC

EIN: 54-1191781

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BID'N BUY AUCTION				
SUPPLIES	44			
ADVERTISING	914			
COST OF GOODS SOLD	16,123			
EXPENSES				
CORPORATE REGISTRATION	75	38		37

TY 2010 Other Income Schedule

Name: LIONS CHARITY FOUNDATION DISTRICT 24-D INC

EIN: 54-1191781

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
YOUTH EXCHANGE FEES	11,525		
BID'N BUY AUCTION	15,423		

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491315007101

TY 2010 Other Increases Schedule

Name: LIONS CHARITY FOUNDATION
DISTRICT 24-D INC

EIN: 54-1191781

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	53,606

TY 2010 Other Liabilities Schedule

Name: LIONS CHARITY FOUNDATION
DISTRICT 24-D INC

EIN: 54-1191781

Description	Beginning of Year - Book Value	End of Year - Book Value
DONATIONS HELD FOR OTHERS	6,814	2,662

TY 2010 Taxes Schedule

Name: LIONS CHARITY FOUNDATION
DISTRICT 24-D INC

EIN: 54-1191781

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	1,773			