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**Part III** Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>ASSETS</b>	1 Cash — non-interest-bearing	13,028.	25,319.	25,319.
	2 Savings and temporary cash investments	191,519.	6,623.	6,623.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) <i> Stmt 10</i>	2,350,240.	2,289,764.	3,973,139.
	c Investments — corporate bonds (attach schedule)			
	<b>LIABILITIES</b>	11 Investments — land, buildings, and equipment basis	2,500.	
Less: accumulated depreciation (attach schedule) <i> See Stmt 7</i>		2,500.	2,500.	2,500.
12 Investments — mortgage loans		9,167.		
13 Investments — other (attach schedule) <i> Stmt 11</i>		2,230,984.	2,271,320.	2,029,776.
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 instructions. Also, see page 1, item I)		4,797,438.	4,595,526.	6,037,357.
17 Accounts payable and accrued expenses		793.	793.	
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, & other disqualified persons				
21 Mortgages and other notes payable (attach schedule)				
22 Other liabilities (describe)				
23 Total liabilities (add lines 17 through 22)	793.	793.		
<b>NET ASSETS OR FUND BALANCES</b>	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	4,796,645.	4,594,733.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	4,796,645.	4,594,733.	
	31 Total liabilities and net assets/fund balances (see the instructions)	4,797,438.	4,595,526.	

**Part IV** 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	4,796,645.
2 Enter amount from Part I, line 27a	2	-201,912.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	4,594,733.
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	4,594,733.

**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 shares MLC Company)

(b) How acquired  
P — Purchase  
D — Donation(c) Date acquired  
(month, day, year)(d) Date sold  
(month, day, year)

1a 750 SHARES BALLARD POWER SYS	P	Various	10/15/10
b FRAC SHARE AIG	P	1/19/11	1/21/11
c 640 SHARES ISHRS RUSSELL 2000 INDEX	P	9/21/04	9/22/11
d 500 SHARES CAMECO CORP	P	3/30/05	9/22/11
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 1,207.		13,076.	-11,869.
b 1.		1.	0.
c 44,499.		37,101.	7,398.
d 10,235.		10,299.	-64.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			-11,869.
b			0.
c			7,398.
d			-64.
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

-4,535.

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 the instructions). If (loss), enter -0-  
in Part I, line 8

3

0.

**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 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 (column (b) divided by column (c))
2009	283,875.	6,201,735.	0.045773
2008	299,327.	5,660,136.	0.052883
2007	393,775.	8,115,362.	0.048522
2006	413,339.	8,564,479.	0.048262
2005	397,186.	7,655,341.	0.051884

2 Total of line 1, column (d)

2

0.247324

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

0.049465

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5

4

6,833,136.

5 Multiply line 4 by line 3

5

338,001.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

1,126.

7 Add lines 5 and 6.

7

339,127.

8 Enter qualifying distributions from Part XII, line 4

8

310,275.

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.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instr.)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1 2,252.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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 2,252.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4 0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-.		5 2,252.
6 Credits/Payments:		
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a 2,840.	
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 2,840.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> 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 0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 588.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax 588. Refunded 0.	11 0.	

**Part VII Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
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 <b>Form 1120-POL</b> for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. . . . . \$ 0. (2) On foundation managers . . . . . \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. . . . . \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes.		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) N/A		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Form 990-PF (2010)

**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)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address _____ ▶ N/A	13	X	
14	The books are in care of ▶ LEE P. MARTIN, JR. Telephone no. _____ Located at ▶ 4132 INNSLAKE DRIVE GLEN ALLEN, VA ZIP + 4 ▶ 23060			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here. N/A. ▶ <input type="checkbox"/> 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶	16	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.

**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 the instructions)?...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? .....**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 the instructions.).....**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.).....**4a** Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? .....**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? .....

	Yes	No
1b	N/A	
1c		X
2b	N/A	
3b	N/A	
4a		X
4b		X

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Form 990-PF (2010)

**Part VII** 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 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 instructions)?

5b N/A

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?

N/A ☐ 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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

6b X

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 ☒ Nob If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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 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
LEE P. MARTIN, JR. 4132 INNSLAKE DRIVE GLEN ALLEN, VA 23060	CO-TRUSTEE 4.00	18,000.	0.	0.
FRED J. BERNHARDT, JR. 815 MUTUAL BUILDING RICHMOND, VA 23219	CO-TRUSTEE 4.00	18,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see 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 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 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments (see 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 instructions.	
3	
Total. Add lines 1 through 3.	0.

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Form 990-PF (2010)



**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	6,705,289.
b	Average of monthly cash balances	1b	229,405.
c	Fair market value of all other assets (see instructions)	1c	2,500.
d	Total (add lines 1a, b, and c)	1d	6,937,194.
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	6,937,194.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	104,058.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	6,833,136.
6	Minimum investment return. Enter 5% of line 5	6	341,657.

**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	341,657.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,252.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,252.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	339,405.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	339,405.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	339,405.

**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	310,275.
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	310,275.
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 instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	310,275.

**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
<b>1</b> Distributable amount for 2010 from Part XI, line 7 . . . . .				339,405.
<b>2</b> Undistributed income, if any, as of the end of 2010:				
<b>a</b> Enter amount for 2009 only . . . . .			0.	
<b>b</b> Total for prior years. 20____, 20____, 20____		0.		
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005 . . . . .				
<b>b</b> From 2006 . . . . .				
<b>c</b> From 2007 . . . . .				
<b>d</b> From 2008 . . . . .				13,826.
<b>e</b> From 2009 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .	13,826.			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 310,275.				
<b>a</b> Applied to 2009, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required — see instructions) . . . . .		0.		
<b>c</b> Treated as distributions out of corpus (Election required — see instructions) . . . . .	0.			
<b>d</b> Applied to 2010 distributable amount . . . . .				310,275.
<b>e</b> Remaining amount distributed out of corpus . . . . .	0.			
<b>5</b> Excess distributions carryover applied to 2010 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a).)	13,826.			13,826.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount — see instructions . . . . .		0.		
<b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount — see instructions . . . . .			0.	
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011 . . . . .				15,304.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	0.			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions) . . . . .	0.			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2006 . . . . .				
<b>b</b> Excess from 2007 . . . . .				
<b>c</b> Excess from 2008 . . . . .				
<b>d</b> Excess from 2009 . . . . .				
<b>e</b> Excess from 2010 . . . . .				

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

See Statement 8

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

See Statement for Line 2a

**c** Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

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

Recipient	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
Name and address (home or business)				
<b>a</b> Paid during the year See Statement 9				
<b>Total</b>			<b>3a</b>	295,275.
<b>b</b> Approved for future payment				
<b>Total</b>			<b>3b</b>	

## **Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion 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	14.	
4	Dividends and interest from securities			14	166,799.	
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					-4,535.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a	MORTGAGE INTEREST			14	275.	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e) . .				167,088.	-4,535.
13	Total. Add line 12, columns (b), (d), and (e)				13	162,553.

(See worksheet in line 13 instructions to verify calculations )

## **Part XVI: B Relationship of Activities to the Accomplishment of Exempt Purposes**

[illegible]



2010

## Federal Statements

Page 1

Client 77100

LIND LAWRENCE FOUNDATION

23-7310359

11/14/11

12:26PM

Statement 1  
Form 990-PF, Part I, Line 11  
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
MORTGAGE INTEREST .....	\$ 275.		
Total	\$ 275.	\$ 0.	\$ 0.

Statement 2  
Form 990-PF, Part I, Line 16a  
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
GENERAL TAX/CONSULTING .....	\$ 12,000.	\$ 9,000.		\$ 3,000.
Total	\$ 12,000.	\$ 9,000.	\$ 0.	\$ 3,000.

Statement 3  
Form 990-PF, Part I, Line 16b  
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING TAX PREPARATION .....	\$ 12,000.	\$ 9,000.		\$ 3,000.
Total	\$ 12,000.	\$ 9,000.	\$ 0.	\$ 3,000.

Statement 4  
Form 990-PF, Part I, Line 16c  
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
COMMISSIONER OF ACCOUNTS .....	\$ 3,486.	\$ 3,486.		
Total	\$ 3,486.	\$ 3,486.	\$ 0.	\$ 0.

2010

## Federal Statements

Page 2

Client 77100

LIND LAWRENCE FOUNDATION

23-7310359

11/14/11

12.26PM

**Statement 5**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE TAXES.....	\$ 2,989.	\$ 2,989.		
FOREIGN TAX WITHHELD .....	2,150.	2,150.		
REAL ESTATE TAX.....	8.	8.		
<b>Total</b>	<b>\$ 5,147.</b>	<b>\$ 5,147.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

**Statement 6**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INSURANCE .....	\$ 250.	\$ 250.		
MISCELLANEOUS ADMIN. EXPENSES.....	307.	307.		
<b>Total</b>	<b>\$ 557.</b>	<b>\$ 557.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

**Statement 7**  
**Form 990-PF, Part II, Line 11**  
**Investments - Land, Buildings, and Equipment**

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Land	\$ 2,500.		\$ 2,500.	\$ 2,500.
<b>Total</b>	<b>\$ 2,500.</b>	<b>\$ 0.</b>	<b>\$ 2,500.</b>	<b>\$ 2,500.</b>

**Statement 8**  
**Form 990-PF, Part XV, Line 2a-d**  
**Application Submission Information**

Name of Grant Program: LEE P. MARTIN, JR.  
 Name:  
 Care Of:  
 Street Address: 4132 INNSLAKE DRIVE  
 City, State, Zip Code: GLEN ALLEN, VA 23060  
 Telephone:  
 Form and Content: WRITTEN REQUEST, ENCLOSE LETTER OR BROCHURE, OUTLINING ACTIVITIES.  
 Submission Deadlines: NONE  
 Restrictions on Awards: NONE



Client 77100

LIND LAWRENCE FOUNDATION

23-7310359

11/14/11

12.26PM

**Statement 9**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
HEART OF VIRGINIA COUNCIL BSA 4105 FITZHUGH AVENUE RICHMOND, VA,	NONE	N/A	GENERAL CONTRIBUTION TO OPERATING FUND	\$ 3,000.
CHESTERFIELD CO. HIST SOC. P. O. BOX 40 CHESTERFIELD, VA 23832,	NONE	N/A	GENERAL CONTRIBUTION TO OPERATING FUND	1,500.
VCU/MCV DIV. OF NEUROSURG 401 NORTH 12TH STREET RICHMOND, VA 23219,	NONE	N/A	NEUROSURGICAL RESEARCH	100,000.
UCLA DIV. OF NEUROSURGERY CENTER OF HEALTH SCIENCES LOS ANGELES, CA 90024,	NONE	N/A	NEUROSURGICAL RESEARCH	55,000.
JACKSON FEILD HOME RT. 1 BOX 96 JARRATT, VA,	NONE	N/A	CONTRIBUTION TO CAPITAL IMPROVEMENTS FUND	10,000.
EPISCOPAL CH. OF REDEEMER 2341 WINTERFIELD ROAD MIDLOTHIAN, VA,	NONE	N/A	CONTRIBUTION TO BUILDING FUND	275.
RICHMOND HOUSE 8120 STRATFORD PLACE RICHMOND, VA 23235,	NONE	N/A	GENERAL CONTRIBUTION TO OPERATING FUND	5,000.
ELK HILL FARM, INC. P.O. BOX 1261 RICHMOND, VA 23621,	NONE	N/A	OPERATING FUND	15,000.
GOOD NEIGHBOR VILLAGE, INC 8825 BUFFIN ROAD RICHMOND, VA,	NONE	N/A	GENERAL CONTRIBUTION TO OPERATING FUND	10,000.
VA GOLF ASSN FDN YOUTH PGM 600 FOUNDERS BRIDGE BLVD MIDLOTHIAN, VA 23113,	NONE	N/A	CAMP SCHOLARSHIPS	17,500.
CHAPLAIN SRVC OF CHURCHES VA 2317 WESTWOOD AVENUE SUITE 103 RICHMOND, VA 23230,	NONE	N/A	OPERATING FUND	4,000.
WESTMINSTER CANTERBURY FDN 1600 WESTBROOK AVENUE RICHMOND, VA 23227,	NONE	N/A	OPERATING FUND	5,000.

Client 77100

LIND LAWRENCE FOUNDATION

23-7310359

11/14/11

12 26PM

Statement 9 (continued)  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
NORTHSTAR ACADEMY 8055 SHRADER ROAD RICHMOND, VA,	NONE	N/A	GENERAL OPERATING FUND	\$ 10,000.
WESTVIEW ON THE JAMES 1231 WESTVIEW DRIVE GOOCHLAND, VA	None	N/A	GENERAL OPERATING FUND.	4,000.
BOYS & GIRLS CLUBS OF METRO RICHMOND 5511 STAPLES MILL RD STE 301 RICHMOND, VA 23228	NONE	N/A	CAMP LITTLE HAWK FUND	5,000.
COMFORT ZONE CAMP 4906 CUTSHAW AVENUE 2ND FLOOR RICHMOND, VA 23230	NONE	N/A	GENERAL OPERATING FUND	2,500.
CHALLENGE DISCOVERY PROJECTS 1503 SANTA ROSA ROAD STE 211 RICHMOND, VA 23229	NONE	N/A	GENERAL OPERATING FUND	12,500.
VA INST OF PASTORAL CARE 2000 BREMO RD STE 105 RICHMOND, VA 23226	NONE	N/A	GENERAL OPERATING FUND	5,000.
RICHMOND POLICE ATH LEAGUE 1365 OVERBROOK ROAD RICHMOND, VA 23220	NONE	N/A	GENERAL OPERATING FUND	5,000.
HEALTH WAGON, INC P. O. BOX 709 CLINTWOOD, VA 24228	NONE	N/A	REMOTE AREA MEDICAL - WISE	5,000.
ST. ANDREW'S SCHOOL 227 SOUTH CHERRY ST. RICHMOND, VA 23220	NONE	N/A	GENERAL OPERATING ACCOUNT	15,000.
FRIENDS ASSOCIATION FOR CHILDREN 1004 ST. JOHN STREET RICHMOND, VA 23220	NONE	N/A	GENERAL OPERATING ACCOUNT	5,000.

Total \$ 295,275.

LIND LAWRENCE FOUNDATION

ASSETS - SEPTEMBER 30, 2011

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
<u>COMMON STOCKS</u>		
Time Warner, Inc 666 Units	76,254 35	19,960 02
Time Warner Cable, Inc. 168 units	26,989 00	10,528 56
Abbott Labs 1,000 Units	41,043.09	51,140 00
American International Group 75 Units	100,206 29	1,646 25
American International Warrants 40 Units	651 58	244 80
Automatic Data Processing 4,000 Units	33,217 62	188,600 00
BP Amoco PLC Sponsrd ADR 900 Units	17,483.74	32,463 00
Bank of America Corporation 1,500 Units	70,526 34	9,180 00
Bank of New York Mellon Corp 4,000 Units	43,233 55	74,360 00
AT&T Inc 2,650 Units	27,564 68	75,578 00
Berkshire Hathaway, Inc New Class B 2500 Units	88,919 83	177,600 00
Bristol Myers Squibb Company 2,000 Units	28,486.25	62,760 00
Broadridge Financial Solutions 1000 Units	3,556 00	20,140 00
Chevron Corporation 4,000 Units	88,120 97	370,360.00
Cisco Systems, Inc 1,000 Units	28,504 25	15,500 00
Coca Cola Company 1,000 Units	63,509.03	67,560 00

# LIND LAWRENCE FOUNDATION

## ASSETS - SEPTEMBER 30, 2011

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
Comcast Corp New CL A 3,200 Units	61,412 88	66,944 00
Conoco Phillips 934 Units	22,388 41	59,140 88
Deutsche Telekom AG ADR 1,500 Units	23,906 99	17,595 00
Duke Energy Corporation 2,630 Units	36,738 93	52,573 70
Exxon Mobil Corporation 6,000 Units	74,585 90	435,780 00
Frontier Communications Corp. 721 Units	5,203 56	4,405 31
General Electric 5,000 Units	45,772 04	76,100 00
Hanesbrands, Inc 175 Units	3,901 54	4,376 75
Hewlett Packard Company 632 Units	23,282 60	14,188 40
Hospira Corporation 100 Units	2,722.00	3,700 00
Johnson & Johnson 3,000 Units	86,230 69	191,070 00
Kimberly Clark Corporation 500 Units	31,718.83	35,505 00
Kraft Foods Class A 1,500 Units	48,847 91	50,370 00
Lexmark International, inc 1,000 Units	42,389 23	27,030 00
Lilly Eli & Company 1,000 Units	68,974 02	36,970 00
Merck & Company, Inc. 2,000 Units	30,150 87	65,400 00

# LIND LAWRENCE FOUNDATION

## ASSETS - SEPTEMBER 30, 2011

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
Microsoft Corporation 4,000 Units	139,510 16	99,560 00
Nucor Corporation 800 Units	23,941 08	25,312 00
Oracle Corporation 5,000 Units	19,191 54	143,700 00
Pepsico, Inc 2,000 Units	28,522.02	123,800 00
Pfizer Inc 2,000 Units	60,352.65	35,360 00
Procter Gamble 4,535 Units	136,583 21	286,521 30
Progress Energy, Inc 550 Units	23,731 53	28,446 00
Royal Dutch Shell PLC Spons ADR 5,500 Units	111,293.09	338,360 00
Sara Lee Corporation 1,400 Units	22,108 71	22,890 00
Schlumberger, Ltd 4,000 Units	66,445 48	238,920 00
Spectra Energy Corporation 1,315 Units	26,482.00	32,256 95
Transocean Inc New 405 Units	9,502 58	19,334 70
Verizon Communications 3,000 Units	71,677.13	110,400 00
Vodafone Group PLC Spon ADR 2,187 Units	9,723 35	56,118 42
Wal-Mart Stores, Inc 500 Units	29,029 06	25,950 00
Wells Fargo & Co 2,796 Units	165,177.42	67,439 52
	<u>2,289,763.98</u>	<u>3,973,138.56</u>

LIND LAWRENCE FOUNDATION

ASSETS - SEPTEMBER 30, 2011

	<b>BOOK VALUE</b>	<b>FAIR MARKET VALUE</b>
<b><u>MUTUAL FUNDS</u></b>		
TIFF U.S. Equity Fund 96206.274 Units	1,237,346.65	1,088,092.96
TIFF International Equity 62814.948 Units	755,109.28	659,556.95
TIFF Short Term Bond 28468.796 Units	278,864.31	282,125.77
	<b><u>2,271,320.24</u></b>	<b><u>2,029,775.68</u></b>