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 OCT 1, 2010 **, and ending** SEP 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: WILLIAM H.-JOHN G.-EMMA SCOTT FOUNDATION

A Employer identification number: 54-0648772

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 190 — Room/suite:

B Telephone number: 804-697-1383

City or town, state, and ZIP code: MANAKIN-SABOT, VA 23103

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 ▶☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶☐

I Fair market value of all assets at end of year (*from Part II, col. (c), line 16*) ▶$ 9,536,836.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ____ (*Part I, column (d) must be on cash basis.*)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	101,387.	101,387.		STATEMENT 1
	4 Dividends and interest from securities	117,263.	117,263.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	164,240.			
	b Gross sales price for all assets on line 6a 3,800,570.				
	7 Capital gain net income (from Part IV, line 2)		164,240.		
	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	893.	893.		STATEMENT 3
	12 Total. Add lines 1 through 11	383,783.	383,783.		
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 4	7,363.	7,363.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	10,706.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	46,253.	46,253.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	64,322.	53,616.		0.
	25 Contributions, gifts, grants paid	475,000.			475,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	539,322.	53,616.		475,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<155,539.>			
	b **Net investment income** (if negative, enter -0-)		330,167.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	303,819.	307,324.	307,324.
	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 7	1,452,562.	282,866.	295,229.
	b Investments - corporate stock STMT 8	5,813,119.	5,586,765.	6,773,975.
	c Investments - corporate bonds STMT 9	862,931.	2,099,937.	2,160,308.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	8,432,431.	8,276,892.	9,536,836.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	8,432,431.	8,276,892.	
	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			
	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**	8,432,431.	8,276,892.	
	31 **Total liabilities and net assets/fund balances**	8,432,431.	8,276,892.	

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	8,432,431.
2	Enter amount from Part I, line 27a	2	<155,539.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	8,276,892.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,276,892.

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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	DAVENPORT & COMPANY - SEE ATTACHED		VARIOUS	VARIOUS
b	DAVENPORT & COMPANY - SEE ATTACHED		VARIOUS	VARIOUS
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	774,779.		725,738.	49,041.
b	3,025,791.		2,910,592.	115,199.
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				49,041.
b				115,199.
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** 164,240.

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	435,000.	9,416,483.	.046196
2008	545,395.	8,453,155.	.064520
2007	488,500.	11,269,173.	.043348
2006	579,809.	11,422,185.	.050762
2005	466,500.	10,719,386.	.043519

2	**Total** of line 1, column (d)	2	.248345
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	.049669
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	10,243,283.
5	Multiply line 4 by line 3	5	508,774.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,302.
7	Add lines 5 and 6	7	512,076.
8	Enter qualifying distributions from Part XII, line 4	8	475,000.

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 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	6,603.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	6,603.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	6,603.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 10,500.		
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	10,500.
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	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	3,897.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 3,897. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		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.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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 instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ C. COTESWORTH PINCKNEY Telephone no. ▶ (804) 780-2000

Located at ▶ 901 EAST CARY STREET, SUITE 1406, RICHMOND, VA ZIP+4 ▶ 23219

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

			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		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

				Yes	No
	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 page 22 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	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. ▶ ______, ______, ______, ______				
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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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)? N/A | 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? 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 ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | No: 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 ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 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.

(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 10		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	10,146,752.
b	Average of monthly cash balances		1b	252,520.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	10,399,272.
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	10,399,272.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	155,989.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	10,243,283.
6	**Minimum investment return.** Enter 5% of line 5		6	512,164.

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	512,164.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 6,603.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	6,603.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	505,561.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	505,561.
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	505,561.

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	475,000.
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	475,000.
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	475,000.

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				505,561.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			447,165.	
b Total for prior years: ______ , ______ , ______		0.		
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	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 475,000.				
a Applied to 2009, but not more than line 2a			447,165.	
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				27,835.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see 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				477,726.
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	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e 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			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
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:

BRYCE POWELL, PRESIDENT, 804-784-3600
C/O MIDLOTHIAN ENTERPRISES, INC., P.O. BOX 190, MANAKINSABOT, VA 23103

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

LETTER STATING FINANCIAL NEED

c Any submission deadlines:

NONE

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

RESIDENT OF COMMONWEALTH

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 11				
Total			▶ 3a	475,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	101,387.	
4 Dividends and interest from securities			14	117,263.	
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	164,240.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a MISCELLANEOUS			41	893.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		383,783.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 383,783.

(See worksheet in line 13 instructions 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 foundation's exempt purposes (other than by providing funds for such purposes).

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
		N/A	

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
N/A		

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.

Signature of officer or trustee: [signature] Date: 12/7/11 Title: President

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
THOMAS M. DAWSON III	[signature]	12/5/11		P00443600

Firm's name ▶ KEITER, STEPHENS, HURST, GARY & SHREAVES, P Firm's EIN ▶

Firm's address ▶ P.O. BOX 32066 RICHMOND, VA 23294-2066 Phone no. (804)747-0000

Form **990-PF** (2010)

023622 04-26-11

DAVENPORT
& COMPANY LLC
EST. 1863 • MEMBER: NYSE • FINRA • SIPC

REALIZED GAINS AND LOSSES
WILLIAM H JOHN G EMMA SCOTT FOUNDATION
ATTN E BRYSON POWELL
8708-5804-AR71-DAM-I-Y
From 10-01-10 Through 09-30-11

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
06-10-09	10-06-10	1,660.000	Nextera Energy Inc	91,606.93		90,362.56		(1,244.37)
03-03-10	10-06-10	605.000	Nextera Energy Inc	② 28,719.63		① 32,933.34	4,213.71	
10-14-09	10-20-10	601.000	Novo Nordisk As Adr	39,220.60		60,205.78		20,985.18
10-28-09	11-04-10	250,000.000	Fedl Farm Credit Bank Bond B/e 3.000% Due 11-04-14	250,312.50	(58.83)	250,000 00		(253.67)
01-28-09	11-10-10	2,080.000	Abbott Laboratories	113,602.94		103,046.24		(10,556.70)
12-29-03	11-15-10	200,000.000	Fedl Home Loan Bank Bonds B/e 4.250% Due 11-15-10	200,921.60	(921.60)	200,000.00		0.00
11-24-09	12-07-10	100,000.000	Fedl Farm Credit Bank Bond B/e 3.250% Due 12-07-15	100,150.00	(23.03)	100,000.00		(126.97)
06-25-08	12-08-10	1,205.000	Albemarle Corp	52,808.76		65,639.10		12,830.34
06-30-10	01-05-11	2,145.000	Barrick Gold Corp	② 98,365.20		① 108,073.57	9,708.37	
03-10-10	01-12-11	605.000	Autozone Inc	102,012.12		151,653.84	49,641.72	
04-14-04	01-12-11	1,600.000	Colgate-palmolive Company	87,327.52		124,896 77		37,569.25
12-04-09	01-14-11	150,000.000	Fedl Home Loan Bank Bond B/e 3.000% Due 12-22-14	150,187.50	(37.56)	150,000.00		(149.94)
06-25-07	01-21-11	50,000.000	Fedl Natl Mtg Assn Benchmark Notes B/e 5.375% Due 11-15-11	50,300.50	(239.37)	51,970.20		1,909.07
10-28-10	02-07-11	100,000.000	Fedl Natl Mtg Assn Note B/e 2.000% Due 11-15-16	② 100,150.00	② (5.43)	① 94,065.00	(6,079.57)	
02-19-10	02-07-11	50,000.000	Fedl Home Loan Mtg Corp Medium Term Note B/e 3.000% Due 03-16-15	50,075.00	(12.67)	50,050.00	(12.33)	
11-07-08	02-07-11	100,000.000	Fedl Home Loan Bank Bond B/e 4.000% Due 09-06-13	100,507.00	(224.12)	106,851.10		6,568.22
06-25-07	02-18-11	150,000.000	Fedl Natl Mtg Assn Benchmark Notes B/e 5.375% Due 11-15-11	150,901.50	(735.02)	155,380.65		5,214.17
11-07-08	02-18-11	100,000.000	Fedl Home Loan Bank Bond B/e 4.000% Due 09-06-13	100,507.00	(227.27)	106,669.90		6,390.17
01-09-08	03-09-11	425.000	Sabmiller Plc Spons Adr	11,987.76		14,336.47		2,348.71
09-10-08	03-09-11	360.000	Accenture Plc Ireland Class A New	13,900.36		18,669.95		4,769.59
06-16-10	03-09-11	500.000	Carmax Inc	② 10,819.10		① 17,405.41	6,586.31	
11-19-08	03-09-11	320.000	Caterpillar Inc	11,338.40		32,686.45		21,348.05
05-11-05	03-09-11	485.000	Danaher Corp	12,583.91		24,809.87		12,225.96
06-04-08	03-09-11	415.000	Disney Walt Company	14,088.09		17,736.46		3,648.37
09-17-08	03-09-11	255.000	Exxon Mobil Corp	19,401.13		21,325.59		1,924.46
11-03-10	03-09-11	35.000	Exxon Mobil Corp	② 2,391.10		① 2,927.04	535.94	
01-14-09	03-09-11	275.000	Occidental Petroleum Corp	15,084.79		27,897.46		12,812.67
10-06-10	03-09-11	250.000	Schlumberger Ltd	② 15,840.76		① 21,999.91	6,159.15	
05-12-04	03-09-11	285.000	United Technologies Corp	11,831.49		23,434.63		11,603.14
09-10-07	03-09-11	250,000.000	Goldman Sachs Group Inc Senior Note B/e 5.250% Due 04-01-13	246,880.00	1,848.12	267,650.00		18,921.88
07-23-08	03-23-11	1,760.000	Spdr Series Trust S&p Biotech Etf	116,223.36		108,662.07		(7,561.29)
11-14-07	03-30-11	4,075.000	Cisco Systems Inc	122,550.33		70,683.18		(51,867.15)

DAVENPORT
& COMPANY LLC
EST. 1863 • MEMBER: NYSE • FINRA • SIPC

REALIZED GAINS AND LOSSES
WILLIAM H JOHN G EMMA SCOTT FOUNDATION
ATTN E BRYSON POWELL
8708-5804-AR71-DAM-I-Y
From 10-01-10 Through 09-30-11

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
05-14-08	03-30-11	1,300.000	Cisco Systems Inc	33,900.62		22,549.24		(11,351.38)
12-29-10	03-30-11	590.000	Cisco Systems Inc	2 12,145.75		1 10,233.88	(1,911.87)	
11-19-08	03-30-11	358.000	Caterpillar Inc	12,684.83		39,677.42		26,992.58
04-28-10	04-06-11	1,755.000	Teva Pharmaceutical Industries Limited	2 104,737.87		1 88,918.00	(15,819.87)	
07-10-07	04-15-11	150,000.000	Fedl Natl Mtg Assn Note B/e 5.125% Due 04-15-11	149,522.40	477.60	150,000.00		0.00
12-10-08	05-25-11	260.000	Cme Group Inc Class A	57,895.65		74,475.09		16,579.44
01-20-11	06-20-11	60,000.000	Novartis Capital Corp Guaranteed Note 1.900% Due 04-24-13	2 61,222.14	2 (215.64)	1 61,286.40	279.90	
11-10-10	07-27-11	1,465.000	Medco Health Solutions Inc	2 86,740.75		1 93,679.38	6,938.63	
02-03-10	09-14-11	1,735.000	Becton Dickinson & Company	133,097.75		131,749.90		(1,347.85)
08-11-10	09-14-11	7,850.000	Ford Motor Company New	99,314.28		79,448.31		(19,865.97)
04-14-10	09-14-11	1,360.000	General Dynamics Corp Common	104,314.04		79,247.58		(25,066.46)
04-05-11	09-14-11	665.000	General Dynamics Corp Common	2 49,783.42		1 38,749.74	(11,033.68)	
09-10-07	09-14-11	125,000.000	General Elec Cap Co Medium Term Note B/e 5.000% Due 04-10-12	125,498.87	(430.26)	127,593.75		2,525.14
08-17-11	09-15-11	2,803	Fedl Home Loan Mtg Corp Pool #g14056 Gold 4.000% Due 08-01-25	2 2,969.28	0.00	1 2,803.40	(165.88)	
01-09-08	09-28-11	3,925.000	Sabmiller Plc Spons Adr	110,710.52		128,135.83		17,425.31
TOTAL GAINS							84,063.73	244,591.70
TOTAL LOSSES							(35,023.20)	(129,391.75)
				3,637,135.05	(805.08)	3,800,570.46	49,040.53	115,199.96

TOTAL REALIZED GAIN/LOSS 164,240.49
NO CAPITAL GAINS DISTRIBUTIONS

Portfolio Fees Incurred: 43,722.04

S/T
Proceeds Σ1 774,778.91
Basis Σ2 725,738.38

L/T
Proceeds 3,025,791.55
Basis 2,910,591.59

DAVENPORT
& COMPANY LLC
EST. 1863 • MEMBER: NYSE • FINRA • SIPC

Account Name: WILLIAM H JOHN G EMMA SCOTT FOUNDATION ATTN E BRYSON POWELL
Investment Executive: PAUL B. COSENTINO
Statement Period: SEP 01 2011 - SEP 30 2011

Number: 8708-5804
Telephone: 804-780-2071

PORTFOLIO HOLDINGS

Estimated annual income (EAI) and *estimated* current yield (ECY) figures included in this document are for informational purposes only and are not a forecast or guarantee of future results. Amounts are computed using information believed to be reliable; however, no assurance can be made as to the accuracy. The EAI and ECY represented for holdings with significant market loss or income reduction may be invalid. Calculations are based on the rate of the last income payment and do not reflect future changes in rates. Where possible, adjusted cost and original cost of fixed income instruments is reflected. A capital gain or return of principal may be included in the figures for certain securities, thereby overstating the income or yield. Please contact your Investment Executive with questions.

Quantity	Description	Symbol/ CUSIP	Adjusted Cost* Original Cost	Market Price	Market Value	% of Assets	Unrealized Gain (Loss)	Estimated Income	Current Yield
COMMON STOCK									
CONSUMER DISCRETIONARY									
5,430	CARMAX INC	KMX	125,643.35	23.85000	129,505.50	1.38%	3,862.15	N/A	N/A
3,200	DISCOVERY COMMUNICATIONS INC NEW SERIES C	DISCK	111,859.20	35.15000	112,480.00	1.20%	620.80	N/A	N/A
3,225	DISNEY WALT COMPANY	DIS	109,479.72	30.16000	97,266.00	1.03%	(12,213.72)	1,290.00	1.32%
1,320	DOLLAR TREE INC	DLTR	75,279.47	75.14000	99,184.80	1.06%	23,905.33	N/A	N/A
6,425	LOWES COMPANIES INC	LOW	167,640.23	19.34000	124,259.50	1.32%	(43,380.73)	3,598.00	2.89%
1,540	MCDONALDS CORP	MCD	93,683.74	87.82000	135,242.80	1.44%	41,559.06	4,312.00	3.18%
148	NVR INC	NVR	99,572.82	603.98000	89,389.04	0.95%	(10,183.78)	N/A	N/A
2,510	STARWOOD HOTELS & RESORTS WORLDWIDE INC	HOT	107,331.87	38.82000	97,438.20	1.04%	(9,893.67)	753.00	0.77%
	TOTAL CONSUMER DISCRETIONARY		890,490.40		884,765.84	9.41%	(5,724.56)	9,953.00	
CONSUMER STAPLES									
1,845	ANHEUSER BUSCH INBEV SA/NV	BUD	102,808.01	52.98000	97,748.10	1.04%	(5,059.91)	1,760.86	1.80%
2,070	NESTLE S A SPNSD ADR REPSTING REG SHS	NSRGY	115,839.27	55.10000	114,057.00	1.21%	(1,782.27)	3,656.86	3.20%
2,500	PEPSICO INC	PEP	141,800.00	61.90000	154,750.00	1.65%	12,950.00	5,150.00	3.32%
1,900	PROCTER & GAMBLE COMPANY	PG	117,700.06	63.18000	120,042.00	1.28%	2,341.94	3,990.00	3.32%
3,005	WAL-MART STORES INC	WMT	170,135.97	51.90000	155,959.50	1.66%	(14,176.47)	4,387.30	2.81%
	TOTAL CONSUMER STAPLES		648,283.31		642,556.60	6.84%	(5,726.71)	18,945.02	
ENERGY									
1,860	CHEVRON CORP	CVX	106,530.75	92.59000	172,217.40	1.83%	65,686.65	5,803.20	3.36%
1,225	EOG RESOURCES INC	EOG	47,402.97	71.01000	86,987.25	0.93%	39,584.28	784.00	0.90%
2,490	EXXON MOBIL CORP	XOM	27,448.21	72.63000	180,848.70	1.92%	153,400.49	4,681.20	2.58%
1,315	OCCIDENTAL PETROLEUM CORP	OXY	72,132.74	71.50000	94,022.50	1.00%	21,889.76	2,419.60	2.57%
2,015	SCHLUMBERGER LTD	SLB	42,259.18	59.73000	120,355.95	1.28%	78,096.77	2,015.00	1.67%
1,490	TRANSOCEAN LIMITED NAMEN AKT	RIG	129,809.58	47.74000	71,132.60	0.76%	(58,676.98)	4,708.40	6.61%
	TOTAL ENERGY		425,583.43		725,564.40	7.72%	299,980.97	20,411.40	
FINANCIALS									

DAVENPORT & COMPANY LLC
EST. 1863 • MEMBER: NYSE • FINRA • SIPC

Account Name:	WILLIAM H JOHN G EMMA SCOTT FOUNDATION ATTN E BRYSON POWELL	Number:	8708-5804
Investment Executive:	PAUL B. COSENTINO	Telephone:	804-780-2071
Statement Period:	SEP 01 2011 - SEP 30 2011	Page:	3 of 12

PORTFOLIO HOLDINGS

Estimated annual income (EAI) and *estimated* current yield (ECY) figures included in this document are for informational purposes only and are not a forecast or guarantee of future results. Please see the more detailed disclosures located on the first page of the Portfolio Holdings section or contact your Investment Executive.

Quantity	Description	Symbol/ CUSIP	Adjusted Cost* Original Cost	Market Price	Market Value	% of Assets	Unrealized Gain (Loss)	Estimated Income	Current Yield
6,765	BANK OF AMERICA CORP	BAC	90,079.36	6.12000	41,401.80	0.44%	(48,677.56)	270.60	0.65%
2,406	BERKSHIRE HATHAWAY INC DE CL B NEW	BRK/B	104,933.97	71.04000	170,922.24	1.82%	65,988.27	N/A	N/A
5,713	BROOKFIELD ASSET MANAGEMENT INC VOTING SHS CL A	BAM	142,750.30	27.55000	157,393.15	1.67%	14,642.85	2,970.76	1.88%
3,540	CAPITAL ONE FINANCIAL CORP	COF	160,977.60	39.63000	140,290.20	1.49%	(20,687.40)	708.00	0.50%
3,200	JPMORGAN CHASE & COMPANY	JPM	146,747.18	30.12000	96,384.00	1.03%	(50,363.18)	3,200.00	3.32%
490	MARKEL CORP	MKL	85,250.83	357.13000	174,993.70	1.86%	89,742.87	N/A	N/A
2,470	PRICE T ROWE GROUP INC	TROW	96,882.53	47.77000	117,991.90	1.26%	21,109.37	3,062.80	2.59%
5,180	WELLS FARGO & CO NEW	WFC	133,134.69	24.12000	124,941.60	1.33%	(8,193.09)	2,486.40	1.99%
	TOTAL FINANCIALS		960,756.46		1,024,318.59	10.90%	63,562.13	12,698.56	
HEALTH CARE									
2,150	JOHNSON & JOHNSON	JNJ	10,963.53	63.69000	136,933.50	1.46%	125,969.97	4,902.00	3.57%
1,605	LABORATORY CORP OF AMER HOLDINGS NEW	LH	115,153.13	79.05000	126,875.25	1.35%	11,722.12	N/A	N/A
3,420	MERCK & COMPANY INC NEW	MRK	120,681.54	32.70000	111,834.00	1.19%	(8,847.54)	5,198.40	4.64%
967	NOVO NORDISK AS ADR	NVO	63,105.35	99.52000	96,235.84	1.02%	33,130.49	1,313.08	1.36%
1,865	WELLPOINT INC	WLP	108,915.25	65.28000	121,747.20	1.30%	12,831.95	1,865.00	1.53%
	TOTAL HEALTH CARE		418,818.80		593,625.79	6.32%	174,806.99	13,278.48	
INDUSTRIALS									
1,570	BOEING COMPANY	BA	110,333.48	60.51000	95,000.70	1.01%	(15,332.78)	2,637.60	2.77%
1,382	CATERPILLAR INC	CAT	70,626.80	73.84000	102,046.88	1.09%	31,420.08	2,542.88	2.49%
3,155	DANAHER CORP	DHR	81,860.25	41.94000	132,320.70	1.41%	50,460.45	315.50	0.23%
2,325	ILLINOIS TOOL WORKS INC	ITW	102,724.55	41.60000	96,720.00	1.03%	(6,004.55)	3,348.00	3.46%
1,815	STANLEY BLACK & DECKER INC	SWK	123,885.00	49.10000	89,116.50	0.95%	(34,768.50)	2,976.60	3.34%
1,905	UNITED TECHNOLOGIES CORP	UTX	79,084.17	70.36000	134,035.80	1.43%	54,951.63	3,657.60	2.72%
	TOTAL INDUSTRIALS		568,514.25		649,240.58	6.91%	80,726.33	15,478.18	
INFORMATION TECHNOLOGY									
2,490	ACCENTURE PLC IRELAND CLASS A NEW	ACN	96,144.13	52.68000	131,173.20	1.40%	35,029.07	3,361.50	2.56%
513	APPLE INC	AAPL	38,202.94	381.32000	195,617.16	2.08%	157,414.22	N/A	N/A
2,565	AUTOMATIC DATA PROCESSING INC	ADP	117,038.64	47.15000	120,939.75	1.29%	3,901.11	3,693.60	3.05%

DAVENPORT & COMPANY LLC

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2,800	CHECK POINT SOFTWARE TECHNOLOGIES LTD	CHKP	100,163.28	52.76000	147,728.00	1.57%	47,564.72	N/A	N/A
2,740	FISERV INC	FISV	119,496.77	50.77000	139,109.80	1.48%	19,613.03	N/A	N/A
218	GOOGLE INC CL A	GOOG	77,400.93	515.04000	112,278.72	1.19%	34,877.79	N/A	N/A
5,575	INTEL CORP	INTC	125,047.25	21.33500	118,942.62	1.27%	(6,104.63)	4,683.00	3.93%
1,110	INTERNATIONAL BUSINESS MACHINES CORP	IBM	129,500.26	174.87000	194,105.70	2.06%	64,605.44	3,330.00	1.71%
5,240	MICROSOFT CORP	MSFT	144,981.72	24.89000	130,423.60	1.39%	(14,538.12)	4,192.00	3.21%
3,770	QUALCOMM INC	QCOM	161,409.14	48.63000	183,335.10	1.95%	21,925.96	3,242.20	1.76%
1,300	VISA INC CLASS A	V	99,154.25	85.72000	111,436.00	1.19%	12,281.75	780.00	0.69%
	TOTAL INFORMATION TECHNOLOGY		1,208,519.31		1,585,089.65	16.86%	376,570.34	23,282.30	
MATERIALS									
2,660	ALBEMARLE CORP	ALB	93,819.31	40.40000	107,464.00	1.14%	13,644.69	1,755.60	1.63%
2,090	INTL FLAVOR & FRAGRANCES	IFF	105,581.16	56.22000	117,499.80	1.25%	11,918.64	2,591.60	2.20%
1,305	PRAXAIR INC	PX	39,026.47	93.48000	121,991.40	1.30%	82,964.93	2,610.00	2.13%
	TOTAL MATERIALS		238,426.94		346,955.20	3.69%	108,528.26	6,957.20	
TELECOMMUNICATIONS SERVICES									
3,330	AMERICAN TOWER CORP CL A	AMT	112,213.17	53.80000	179,154.00	1.91%	66,940.83	N/A	N/A
1,440	MILLICOM INTERNATIONAL CELLULAR S A NEW	MIICF	115,159.16	99.10000	142,704.00	1.52%	27,544.84	2,592.00	1.81%
	TOTAL TELECOMMUNICATIONS SERVICES		227,372.33		321,858.00	3.42%	94,485.67	2,592.00	
	TOTAL COMMON STOCK		5,586,765.23		6,773,974.65	72.06%	1,187,209.42	123,596.14	
CORPORATE BONDS									
125,000	AT & T INC SENIOR NOTE CPN 2.500% DUE 08/15/15 DTD 07/30/10 FC 02/15/11 MOODY'S A2 / S&P A-	00206RAV4	124,417.50	102.43190	128,039.87	1.36%	3,622.37	3,125.00	2.44%
125,000	AMERICAN EXPRESS CREDIT CORP MEDIUM TERM NOTE B/E CPN 2.750% DUE 09/15/15 DTD 09/13/10 FC 03/15/11 MOODY'S A2 / S&P BBB+	0258M0DA4	126,313.75	100.16910	125,211.37	1.33%	(1,102.38)	3,437.50	2.74%
125,000	AMERICAN EXPRESS CREDIT CORP M' DIUM TERM NOTE	0258M0DC0	125,052.50	99.52120	124,401.50	1.32%	(651.00)	3,500.00	2.81%

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	B/E CPN 2.800% DUE 09/19/16 DTD 09/19/11 FC 03/19/12 MOODY'S A2 / S&P BBB+								
135,000	APPLIED MATERIALS INC SENIOR NOTE CPN 2.650% DUE 06/15/16 DTD 06/08/11 FC 12/15/11 MOODY'S A3 / S&P A-	038222AE5	135,711.45	101.93080	137,606.58	1.46%	1,895.13	3,577.50	2.59%
150,000	BERKSHIRE HATHAWAY INC DEL NOTES CPN 4.750% DUE 05/15/12 DTD 05/18/05 FC 11/15/05 MOODY'S AA2 / S&P AA+	084670AS7	150,963.00	102.44910	153,673.65	1.63%	2,710.65	7,125.00	4.63%
225,000	CSX CORP NOTE CPN 6.250% DUE 04/01/15 DTD 03/27/08 FC 10/01/08 MOODY'S BAA3 / S&P BBB	126408GN7	214,089.75	114.96700	258,675.75	2.75%	44,586.00	14,062.50	5.43%
125,000	CATERPILLAR FINANCIAL SERVICES CORP MEDIUM TERM NOTE B/E CPN 1.550% DUE 12/20/13 DTD 12/20/10 FC 06/20/11 MOODY'S A2 / S&P A	14912L4Q1	125,125.00	101.17110	126,463.87	1.35%	1,338.87	1,937.50	1.53%
130,000	DELL INC NOTE B/E CPN 1.400% DUE 09/10/13 DTD 09/10/10 FC 03/10/11 MOODY'S A2 / S&P A-	24702RAK7	130,070.20	100.63900	130,830.70	1.39%	760.50	1,820.00	1.39%
125,000	DU PONT E I DE NEMOURS & COMPANY NOTE B/E VAR CPN 0.778% DUE 03/25/14 DTD 03/25/11 FC 06/25/11 MOODY'S A2 / S&P A	263534CH0	125,156.25	100.31900	125,398.75	1.33%	242.50	972.50	0.77%
125,000	GENERAL ELEC CAP CO MEDIUM TERM NOTE B/E CPN 5.000% DUE 04/10/12 DTD 04/10/07 FC 10/10/07	36962G2L7	125,498.87	102.21930	127,774.12	1.36%	2,275.25	6,250.00	4.89%

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	MOODY'S AA2 / S&P AA+								
125,000	GOLDMAN SACHS GROUP INC NOTE B/E VAR CPN 1.269% DUE 02/07/14 DTD 02/07/11 FC 05/07/11 MOODY'S A1 / S&P A	38143USB8	125,453.75	94.99620	118,745.25	1.26%	(6,708.50)	1,586.25	1.33%
150,000	JPMORGAN CHASE & COMPANY NOTE B/E CPN 2.600% DUE 01/15/16 DTD 11/18/10 FC 07/15/11 MOODY'S AA3 / S&P A+	46625HHW3	148,666.50	97.40430	146,106.45	1.55%	(2,560.05)	3,900.00	2.66%
130,000	MERCK & COMPANY INC NEW NOTE CPN 2.250% DUE 01/15/16 DTD 12/10/10 FC 07/15/11 MOODY'S A1 / S&P AA	58933YAB1	128,115.00	103.49850	134,548.05	1.43%	6,433.05	2,925.00	2.17%
125,000	NATIONAL RURAL UTILITIES COOP FINANCE CORP COLLATERAL TRUST BOND CPN 1.125% DUE 11/01/13 DTD 11/01/10 FC 05/01/11 MOODY'S A1 / S&P A+	637432MM4	124,211.25	100.12330	125,154.12	1.33%	942.87	1,406.25	1.12%
125,000	OCCIDENTAL PETE CORP SENIOR NOTE CPN 2.500% DUE 02/01/16 DTD 12/16/10 FC 08/01/11 MOODY'S A2 / S&P A	674599BZ7	125,638.72	104.15070	130,188.37	1.38%	4,549.65	3,125.00	2.40%
65,000	WAL-MART STORES INC NOTE B/E CPN 2.250% DUE 07/08/15 DTD 07/08/10 FC 01/08/11 MOODY'S AA2 / S&P AA	931142CT8	65,453.38	103.83050	67,489.82	0.72%	2,036.44	1,462.50	2.16%
2,110,000	**TOTAL CORPORATE BONDS**		2,099,936.87		2,160,308.22	22.98%	60,371.35	60,212.50	
OTHER FIXED INCOME									
140,000	FEDL HOME LOAN MTG CORP POOL #G14056 GOLD CPN 4.000% DUE 08/01/25 DTD 02/01/11 FC 03/15/11 SEP FACTOR .90046166	3128MCWR2	133,689.82* 136,493.21	105.20620	132,627.80	1.41%	(1,062.02)	5,042.58	3.80%

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150,000	FEDL NATL MTG ASSN BOND B/E CPN 4.625% DUE 10/15/13 DTD 09/26/03 FC 04/15/04 MOODY'S AAA / S&P AA+	31359MTG8	149,176.50	108.40080	162,601.20	1.73%	13,424.70	6,937.50	4.26%
290,000	TOTAL OTHER FIXED INCOME		282,866.32		295,229.00	3.14%	12,362.68	11,980.08	
	TOTAL		7,969,568.42		9,229,511.87		1,259,943.45	195,788.72	

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

SOURCE	AMOUNT
DAVENPORT & CO OF VA	101,387.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	101,387.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DAVENPORT & CO OF VA	117,263.	0.	117,263.
TOTAL TO FM 990-PF, PART I, LN 4	117,263.	0.	117,263.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	893.	893.	
TOTAL TO FORM 990-PF, PART I, LINE 11	893.	893.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	7,363.	7,363.		0.
TO FORM 990-PF, PG 1, LN 16B	7,363.	7,363.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	10,706.	0.		0.
TO FORM 990-PF, PG 1, LN 18	10,706.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	43,722.	43,722.		0.
OFFICE EXPENSES	2,531.	2,531.		0.
TO FORM 990-PF, PG 1, LN 23	46,253.	46,253.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT OBLIGATIONS - SEE ATTACHED SCHEDULE	X		282,866.	295,229.
TOTAL U.S. GOVERNMENT OBLIGATIONS			282,866.	295,229.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			282,866.	295,229.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHED SCHEDULE	5,586,765.	6,773,975.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,586,765.	6,773,975.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHED STATEMENT	2,099,937.	2,160,308.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,099,937.	2,160,308.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
E. BRYSON POWELL P.O. BOX 1122 RICHMOND, VA 23218	PRESIDENT 5.00	0.	0.	0.
SUSANNE B. CRUMP P.O. BOX 1122 RICHMOND, VA 23218	VICE PRESIDENT 1.00	0.	0.	0.
C. COTESWORTH PINCKNEY P.O. BOX 1122 RICHMOND, VA 23218	SECRETARY/TREASURER 5.00	0.	0.	0.
REV. W HILL BROWN, III P.O. BOX 1122 RICHMOND, VA 23218	TRUSTEE 1.00	0.	0.	0.
CHARLES M. GUTHRIDGE P.O. BOX 1122 RICHMOND, VA 23218	TRUSTEE 1.00	0.	0.	0.

ROBERT F. NORFLEET, JR. P.O. BOX 1122 RICHMOND, VA 23218	TRUSTEE 1.00	0.	0.	0.
T. JUSTIN MOORE, III P.O. BOX 1122 RICHMOND, VA 23218	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF — GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR — STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CIRCLE CENTER ADULT DAY SERVICES 4900 W. MARSHALL STREET RICHMOND, VA	NONE SUPPORT FINAL CAPITAL RENOVATIONS COSTS OF THE NEW CIRCLE CENTER FACILITY	OTHER PUBLIC CHARITY	20,000.
GATEWAY HOMES 11901 REEDY BRANCH ROAD CHESTERFIELD, VA	NONE SUPPORT START-UP COSTS ASSOCIATED WITH OPENING RESIDENTIAL TREATMENT PROGRAM	OTHER PUBLIC CHARITY	20,000.
RAMP ACCESS MADE POSSIBLE BY STUDENTS 1114 WESTBRIAR DRIVE RICHMOND, VA	NONE EXPANSION OF CLUBS & PURCHASING MODULAR WHEELCHAIR RAMPS	OTHER PUBLIC CHARITY	5,000.
ANNA JULIA COOPER EPISCOPAL SCHOOL 1716 N. 22ND ST. RICHMOND, VA	NONE FULLY FUND THE SALARY & BENEFITS OF A NEW TEACHER	OTHER PUBLIC CHARITY	25,000.
CHRISTCHURCH SCHOOL 49 SEAHORSE LANE CHRISTCHURCH, VA	NONE RENOVATION OF SCOTT & MURRELL DORMS	OTHER PUBLIC CHARITY	50,000.
GRYMES MEMORIAL SCHOOL 13375 SPICERS MILL ROAD ORANGE, VA	NONE RENOVIATION/EXPANSION OF SCHOOL BUILDING	OTHER PUBLIC CHARITY	50,000.

POSITIVE VIBE CAFE 2825 HATHAWAY ROAD RICHMOND, VA	NONE TRAINING FOR SIX STUDENTS WITH DISABILITIES	OTHER PUBLIC CHARITY	5,000.
RIVERSIDE SCHOOL 2110 MCCRAE ROAD RICHMOND, VA	NONE PURCHASE OF SMARTBOARDS & COMPUTERS FOR MIDDLE SCHOOL CLASSROOMS	OTHER PUBLIC CHARITY	15,000.
ST. CATHERINE'S SCHOOL 6001 GROVE AVENUE RICHMOND, VA	NONE SUPPORT RENOVATION/EXPANSION OF BANNARD CHAPEL & WASHINGTON HALL	OTHER PUBLIC CHARITY	50,000.
ST. CHRISTOPHER'S SCHOOL 711 ST. CHRISTOPHER'S ROAD RICHMOND, VA	NONE CONSTRUCTION OF A LEADERSHIP CENTER	OTHER PUBLIC CHARITY	50,000.
ST. MARGARET'S SCHOOL PO BOX 158 TAPPAHANNOCK, VA	NONE CONSTRUCTION OF THE TEAM & MAINTENANCE BUILDINGS	OTHER PUBLIC CHARITY	20,000.
THE STEWARD SCHOOL 11600 GAYTON ROAD RICHMOND, VA	NONE CONSTRUCTION OF A COVERED OUTDOOR CLASSROOM PAVILION	OTHER PUBLIC CHARITY	15,000.
BOAZ & RUTH 3030 MEADOWBRIDGE ROAD RICHMOND, VA 23222	NONE SUPPORT COMPLETION OF RESIDENTIAL PROJECT IN HIGHLAND PARK	OTHER PUBLIC CHARITY	30,000.
JACKSON FEILD HOMES 2800 PATTERSON AVE RICHMOND, VA	NONE INSTALL ROOF OVERLAYS FOR 3 TRAILERS	OTHER PUBLIC CHARITY	15,000.
THE SALVATION ARMY 2 E. GRACE STREET RICHMOND, VA	NONE RENOVATION OF INDOOR SWIMMING POOL	OTHER PUBLIC CHARITY	15,000.
U-TURN 2101 MAYWILL STREET RICHMOND, VA	NONE COVER COSTS FOR ATHLETIC EQUIPMENT, NEW VAN AND COMPUTERS	OTHER PUBLIC CHARITY	20,000.

FRIENDS ASSOCIATION FOR CHILDREN 1004 SAINT JOHN STREET RICHMOND, VA	NONE ASSIST WITH PROJECTED CASH SHORTFALL	OTHER PUBLIC CHARITY	5,000.
THE EPISCOPAL DIOCESE OF VA 110 W. FRANKLIN STREET RICHMOND, VA	NONE SUPPORT DEFERRED MAINTENANCE NEEDS & PROVIDE ASSISTANCE FOR SEMINARIANS	OTHER PUBLIC CHARITY	50,000.
JAMES RIVER ASSOCIATION 9 S. 12TH STREET RICHMOND, VA	NONE HELP MEET REVENUE NEEDED TO BUILD JAMES RIVER ECOLOGY SCHOOL	OTHER PUBLIC CHARITY	10,000.
THE COMMUNITY FOUNDATION 7501 BOULDERS VIEW DRIVE, SUITE 110 RICHMOND, VA 23225	NONE SUPPORT DONOR EDGE	OTHER PUBLIC CHARITY	5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			475,000.