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

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation
The Rock Foundation

A Employer identification number
20-8164535

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
c/o McGuireWoods LLP P. O. Box 397

B Telephone number
(804) 775-1023

City or town, state, and ZIP code
Richmond, VA 23218

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

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) ▶$ 1,437,382.

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).)

	Line		(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				
	4	Dividends and interest from securities	54,969.	54,859.		Statement 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	<14,311.>			
	b	Gross sales price for all assets on line 6a 470,088.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	40,658.	54,859.		
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 Stmt 2	3,505.	0.		3,505.
	b	Accounting fees				
	c	Other professional fees Stmt 3	14,768.	14,768.		0.
	17	Interest				
	18	Taxes Stmt 4	1,127.	712.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses Stmt 5	25.	0.		25.
	24	**Total operating and administrative expenses** Add lines 13 through 23	19,425.	15,480.		3,530.
	25	Contributions, gifts, grants paid	85,000.			85,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	104,425.	15,480.		88,530.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<63,767.>			
	b	**Net investment income** (if negative, enter -0-)		39,379.		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	33,318.	67,043.	67,043.
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 6	1,417,594.	1,320,392.	1,370,339.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,450,912.	1,387,435.	1,437,382.
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 ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,450,912.	1,387,435.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	1,450,912.	1,387,435.	
	31 Total liabilities and net assets/fund balances	1,450,912.	1,387,435.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,450,912.
2 Enter amount from Part I, line 27a	2	<63,767.>
3 Other increases not included in line 2 (itemize) ▶ Cost basis adjustments	3	290.
4 Add lines 1, 2, and 3	4	1,387,435.
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	1,387,435.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	See Gain/Loss Schedule Attached	P	12/31/11	12/31/11
b	See Gain/Loss Schedule Attached	P	08/06/10	05/04/11
c	See Gain/Loss Schedule Attached	P	01/01/01	12/31/11
d	See Gain/Loss Schedule Attached	P	12/10/06	03/29/11
e	Capital Gains Dividends			

	(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	90,760.		96,438.	<5,678.>
b	683.		683.	0.
c	365,329.		386,230.	<20,901.>
d	1,048.		1,048.	0.
e	12,268.			12,268.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<5,678.>
b				0.
c				<20,901.>
d				0.
e				12,268.

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	<14,311.>
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))
2010	80,056.	1,447,710.	.055298
2009	79,450.	1,293,454.	.061425
2008	99,526.	1,560,575.	.063775
2007	100,000.	1,253,430.	.079781
2006			

2	**Total** of line 1, column (d)	2	.260279
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	.065070
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,547,533.
5	Multiply line 4 by line 3	5	100,698.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	394.
7	Add lines 5 and 6	7	101,092.
8	Enter qualifying distributions from Part XII, line 4	8	88,530.

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	788.
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	788.
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	788.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 549.		
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	549.
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	239.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A | Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		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 **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 2011 or the taxable year beginning in 2011 (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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ None

14 The books are in care of ▶ Rita Smith Telephone no. ▶ (804) 794-8230

Located at ▶ 2530 Salisbury Road, Midlothian, VA ZIP+4 ▶ 23113

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 2011, 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 2011 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 2011.)* 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 2011?	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 [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 [X] 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 [X] 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 [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		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 [X] 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
Rita M. Smith 2530 Salisbury Rd Midlothian, VA 23113	President/Treasurer/Director 1.00	0.	0.	0.
M. Anne Greggs 5616 Hardrock Place Richmond, VA 23230	Vice Pres/Director 1.00	0.	0.	0.
John B. O'Grady c/o McGuireWoods LLP 901 E. Cary St Richmond, VA 23219	Secretary/Director 1.00	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 The Rock Foundation makes grants to qualifying charitable organizations and does not carry on charitable activities directly.	0.
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	1,521,887.
b	Average of monthly cash balances	1b	49,212.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,571,099.
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	1,571,099.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	23,566.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,547,533.
6	**Minimum investment return.** Enter 5% of line 5	6	77,377.

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	77,377.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 788.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	788.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	76,589.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	76,589.
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	76,589.

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	88,530.
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	88,530.
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	88,530.

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.

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Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				76,589.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007 86,687.				
c From 2008 22,353.				
d From 2009 15,456.				
e From 2010 8,216.				
f **Total** of lines 3a through e	132,712.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 88,530.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				76,589.
e Remaining amount distributed out of corpus	11,941.			
5 Excess distributions carryover applied to 2011 (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	144,653.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	144,653.			
10 Analysis of line 9:				
a Excess from 2007 86,687.				
b Excess from 2008 22,353.				
c Excess from 2009 15,456.				
d Excess from 2010 8,216.				
e Excess from 2011 11,941.				

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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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(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 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Commonwealth Catholic Charities PO Box 6565 Richmond, VA 232600565	None	Public	Annual Fund	37,500.
Faison School for Autism 1325 Palmyra Ave Richmond, VA 23227	None	Educational	Debt Reduction	5,000.
FETCH a Cure 5609 Patterson Ave, #D Richmond, VA 23226	None	Public	Operating Expenses	3,000.
Lewis Ginter Botanical Garden 1800 Lakeside Ave Richmond, VA 23228	None	Public	Chartiable Support	3,000.
Longwood University 201 High Street Farmville, VA 23909	None	Educational	Hull Springs Farm	5,000.
Total See continuation sheet(s)			▶ 3a	85,000.
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 (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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					
4 Dividends and interest from securities			14	54,969.	
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	<14,311.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		40,658.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 40,658.

(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) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 5/8/12 Title: Sec.

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Michele McKinnon	[signature]	5/8/12		P01319465

Firm's name ▶ McGuireWoods LLP — Firm's EIN ▶ 54-0505857

Firm's address ▶ P. O. Box 397, Richmond, VA 23218-0397 — Phone no. (804)775-1000

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12-02-11

Portfolio Detail

Account: 40-05-500-
Sub-Account: 40-05

THE ROCK FOUNDATION - COMBINED
IM THE ROCK FOUNDATION

Jan. 01, 2011 through Dec. 31, 2011

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
25,844.340	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (Income Investment)	994458719	$25,844.34	$0.62	$25,844.34 1.000	$0.00	$15.51	0.06%
30,348.390	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	30,348.39	1.20	30,348.39 1.000	0.00	18.21	0.06
	Total Cash Equivalents		**$56,192.73**	**$1.82**	**$56,192.73**	**$0.00**	**$33.72**	**0.06%**
Total Cash/Currency			**$56,192.73**	**$1.82**	**$56,192.73**	**$0.00**	**$33.72**	**0.06%**

Equities

(2)Industry Sector Codes
CND = Consumer Discretionary
CNS = Consumer Staples
ENR = Energy
FIN = Financials
HEA = Health Care
IND = Industrials
IFT = Information Technology
MAT = Materials
OEQ = Other Equities
TEL = Telecommunication Services
UTL = Utilities

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap								
40.000	APPLE INC Ticker: AAPL	037833100 IFT	$16,200.00 405.000	$0.00	$8,379.40 209.485	$7,820.60	$0.00	0.00%
3,556.178	ASTON MONTAG & CALDWELL GROWTH FUND CL I Ticker: MCGI X	00078H281 OEQ	81,720.97 22.980	0.00	79,530.00 22.364	2,190.97	679.23	0.83
1,068.472	COLUMBIA ENERGY AND NATURAL RESOURCES FUND CLASS Z SHARES Ticker: UMES X	19765Y829 OEQ	21,572.45 20.190	0.00	20,910.00 19.570	662.45	126.08	0.58
10,265.245	COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES Ticker: UMLG X	19765Y688 OEQ	123,388.24 12.020	0.00	116,750.00 11.373	6,638.24	0.00	0.00
606.780	COLUMBIA VALUE AND RESTRUCTURING FUND CLASS Z SHARES Ticker: UMBI X	19765Y514 OEQ	26,977.44 44.460	0.00	25,502.96 42.030	1,474.48	370.74	1.37
250.000	EMC CORP Ticker: EMC	268648102 IFT	5,385.00 21.540	0.00	4,463.75 17.855	921.25	0.00	0.00

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Jan. 01, 2011 through Dec. 31, 2011

Account: 40-05-500- THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05- IM THE ROCK FOUNDATION

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
	Total U.S. Large Cap		**$275,244.10**	**$0.00**	**$255,536.11**	**$19,707.99**	**$1,176.05**	**0.42%**
U.S. Mid Cap								
3,579.347	JOHN HANCOCK FDS III DISCIPLINED VALUE MID CAP FUND Ticker: JVMI X	47803W406 OEQ	$40,410.83 11.290	$0.00	$40,604.00 11.344	-$193.17	$85.90	0.21%
967.776	PRUDENTIAL JENNISON MID-CAP GROWTH FUND INC CL Z Ticker: PEGZ X	74441C808 OEQ	27,871.95 28.800	0.00	27,330.00 28.240	541.95	94.84	0.34
	Total U.S. Mid Cap		**$68,282.78**	**$0.00**	**$67,934.00**	**$348.78**	**$180.74**	**0.26%**
U.S. Small Cap								
5,830.968	EATON VANCE ATLANTA CAP SMID-CAP FUND CL I Ticker: EISM X	277902698 OEQ	$93,470.42 16.030	$0.00	$74,640.00 12.801	$18,830.42	$0.00	0.00%
	Total U.S. Small Cap		**$93,470.42**	**$0.00**	**$74,640.00**	**$18,830.42**	**$0.00**	**0.00%**
International Developed								
839.431	COLUMBIA ACORN INTERNATIONAL FUND CLASS Z SHARES Ticker: ACIN X	197199813 OEQ	$28,800.88 34.310	$0.00	$28,700.97 34.191	$99.91	$860.42	2.98%
607 788	HARBOR INTERNATIONAL FUND INSTL CL Ticker: HAIN X	411511306 OEQ	31,878.48 52.450	0.00	33,827.55 55.657	-1,949.07	799.85	2.50
300.000	ISHARES INC MSCI AUSTRALIA INDEX FUND Ticker: EWA	464286103 OEQ	6,432.00 21.440	0.00	7,227.00 24.090	-795.00	326.10	5.07
275.000	ISHARES INC MSCI CDA INDEX FUND Ticker: EWC	464286509 OEQ	7,315.00 26.600	0.00	7,433.25 27.030	-118.25	153.73	2.10

Portfolio Detail

Account: 40-05-500 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05- IM THE ROCK FOUNDATION

Jan. 01, 2011 through Dec. 31, 2011

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
International Developed (cont)								
1,328.127	THORNBURG INTL VALUE FUND CL I Ticker: TGVI X	885215566 OEQ	32,645.36 24.580	0.00	32,924.27 24.790	-278.91	510.00	1.56
	Total International Developed		**$107,071.72**	**$0.00**	**$110,113.04**	**-$3,041.32**	**$2,650.10**	**2.47%**
Emerging Markets								
100.000	ISHARES INC MSCI BRAZIL FREE INDEX FUND Ticker: EWZ	464286400 OEQ	$5,739.00 57.390	$0.00	$7,526.00 75.260	-$1,787.00	$150.50	2.62%
1,483.862	LAZARD EMERGING MKTS EQUITY PORTFOLIO INSTL CL Ticker: LZEM X	52106N889 OEQ	24,928.88 16.800	0.00	27,585.00 18.590	-2,656.12	375.42	1.50
2,000.000	VANGUARD MSCI EMERGING MKTS ETF Ticker: VWO	922042858 OEQ	76,420.00 38.210	0.00	75,588.88 37.794	831.12	1,812.00	2.37
	Total Emerging Markets		**$107,087.88**	**$0.00**	**$110,699.88**	**-$3,612.00**	**$2,337.92**	**2.18%**
Total Equities			**$651,156.90**	**$0.00**	**$618,923.03**	**$32,233.87**	**$6,344.81**	**0.97%**
Fixed Income								
Investment Grade Taxable								
23,075.773	COLUMBIA INTERMEDIATE BOND FUND CLASS Z SHARES	19765N468	$214,143.17 9.280	$915.80	$199,666.75 8.653	$14,476.42	$8,445.73	3.94%
4,981.735	PIMCO TOTAL RETURN FUND INSTL	693390700	54,151.46 10.870	158.62	54,550.00 10.950	-398.54	1,788.44	3.30
150.000	VANGUARD SHORT TERM BOND ETF	921937827	12,126.00 80.840	0.00	12,039.50 80.263	86.50	230.70	1.90
	Total Investment Grade Taxable		**$280,420.63**	**$1,074.42**	**$266,256.25**	**$14,164.38**	**$10,464.87**	**3.73%**

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Jan. 01, 2011 through Dec. 31, 2011

Account: 40-05-50(THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05- IM THE ROCK FOUNDATION

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
International Developed Bonds								
2,741.341	ROWE T PRICE INTL FDS INC INTL BD FD	77956H104	$26,700.66 9.740	$59.35	$27,255.00 9.942	-$554 34	$726.46	2.72%
	Total International Developed Bonds		**$26,700.66**	**$59.35**	**$27,255.00**	**-$554.34**	**$726.46**	**2.72%**
Global High Yield Taxable								
2,740.404	ARTIO GLOBAL HIGH INCOME FUND CL I	04315J860	$25,485.76 9.300	$0.00	$28,262.50 10.313	-$2,776.74	$2,066.26	8.10%
	Total Global High Yield Taxable		**$25,485.76**	**$0.00**	**$28,262.50**	**-$2,776.74**	**$2,066.26**	**8.10%**
Total Fixed Income			**$332,607.05**	**$1,133.77**	**$321,773.75**	**$10,833.30**	**$13,257.59**	**3.98%**
Real Estate								
Public REITs								
1,284.017	COLUMBIA REAL ESTATE EQUITY FUND CLASS Z SHARES	19765P547	$16,307.02 12.700	$0.00	$13,976.64 10.885	$2,330.38	$367.23	2.25%
	Total Public REITs		**$16,307.02**	**$0.00**	**$13,976.64**	**$2,330.38**	**$367.23**	**2.25%**
Total Real Estate			**$16,307.02**	**$0.00**	**$13,976.64**	**$2,330.38**	**$367.23**	**2.25%**
Tangible Assets								
Commodities								
11,190.887	PIMCO COMMODITY REALRETURN STRATEGY FUND	722005667	$73,188.40 6 540	$0.00	$92,152.59 8.235	-$18,964.19	$22,292.25	30 45%
	Total Commodities		**$73,188.40**	**$0.00**	**$92,152.59**	**-$18,964.19**	**$22,292.25**	**30.45%**
Total Tangible Assets			**$73,188.40**	**$0.00**	**$92,152.59**	**-$18,964.19**	**$22,292.25**	**30.45%**

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Settlement Date

Portfolio Detail

Jan. 01, 2011 through Dec. 31, 2011

Account: 40-05-500-
Sub-Account: 40-05-

THE ROCK FOUNDATION - COMBINED
IM THE ROCK FOUNDATION

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Tangible Assets (cont)								
Commodities (cont)								
Total Portfolio			**$1,129,452.10**	**$1,135.59**	**$1,103,018.74**	**$26,433.36**	**$42,295.60**	**3.74%**
Accrued Income			$1,135.59					
Total			**$1,130,587.69**					

(1) Market Value in the Portfolio Detail section does not include Accrued Income.

Settlement Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Account: 40-05-500- THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500- IM THE ROCK FOUNDATION - COL-DIS

Jan. 01, 2011 through Dec. 31, 2011

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
7,648.190	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (Income Investment)	994458719	$7,648.19	$0.37	$7,648.19 1.000	$0.00	$4.59	0.06%
3,202.320	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	3,202.32	0.15	3,202.32 1.000	0.00	1.92	0.06
	Total Cash Equivalents		**$10,850.51**	**$0.52**	**$10,850.51**	**$0.00**	**$6.51**	**0.06%**
Total Cash/Currency			**$10,850.51**	**$0.52**	**$10,850.51**	**$0.00**	**$6.51**	**0.06%**

Equities

(2)Industry Sector Codes

CND = Consumer Discretionary
CNS = Consumer Staples
ENR = Energy
FIN = Financials
HEA = Health Care
IND = Industrials
IFT = Information Technology
MAT = Materials
OEQ = Other Equities
TEL = Telecommunication Services
UTL = Utilities

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap								
88.000	ABBOTT LABS Ticker: ABT	002824100 HEA	$4,948.24 56.230	$0.00	$4,631.18 52.627	$317.06	$168.96	3.41%
123 000	ALTRIA GROUP INC Ticker: MO	02209S103 CNS	3,646.95 29.650	50.43	2,744.65 22.314	902.30	201.72	5.53
58.000	AMERICAN ELEC PWR INC Ticker: AEP	025537101 UTL	2,395.98 41.310	0.00	1,978.54 34.113	417.44	109.04	4.55
80.000	AMERICAN EXPRESS CO Ticker: AXP	025816109 FIN	3,773.60 47.170	0.00	3,345.38 41.817	428 22	57 60	1.52
40.000	AMGEN INC Ticker. AMGN	031162100 HEA	2,568.40 64.210	0.00	2,295.39 57.385	273.01	57.60	2.24
313.000	AT&T INC Ticker: T	00206R102 TEL	9,465.12 30.240	0.00	10,695.91 34.172	-1,230.79	550 88	5.82
71.000	AUTOMATIC DATA PROCESSING INC Ticker: ADP	053015103 IFT	3,834.71 54.010	28.05	2,983.89 42.027	850.82	112.18	2.92
17.000	BLACKROCK INC CL A Ticker: BLK	09247X101 FIN	3,030.08 178.240	0.00	2,666.79 156.870	363.29	93.50	3.08

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Settlement Date

Portfolio Detail

Account: 40-05-50C THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500 IM THE ROCK FOUNDATION - COL-DIS

Jan. 01, 2011 through Dec. 31, 2011

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
34.000	BOEING CO Ticker: BA	097023105 IND	2,493.90 73.350	0.00	2,216.15 65.181	277.75	59.84	2.39
254.000	BRISTOL MYERS SQUIBB CO Ticker: BMY	110122108 HEA	8,950.96 35.240	0.00	7,717.95 30.386	1,233.01	345.44	3.85
105.000	CHEVRON CORP Ticker: CVX	166764100 ENR	11,172.00 106.400	0.00	9,389.33 89.422	1,782.67	340.20	3.04
56.000	CHUBB CORP Ticker: CB	171232101 FIN	3,876.32 69.220	21.84	3,769.43 67.311	106.89	87.36	2.25
10.000	CME GROUP INC Ticker: CME	12572Q105 FIN	2,436.70 243.670	0.00	2,448.71 244.871	-12.01	56.00	2.29
65.000	DU PONT E I DE NEMOURS & CO Ticker: DD	263534109 MAT	2,975.70 45.780	0.00	2,940.58 45.240	35.12	106.60	3.58
49.000	EMERSON ELEC CO Ticker: EMR	291011104 IND	2,282.91 46.590	0.00	2,387.61 48.727	-104.70	78.40	3.43
115.000	EXXON MOBIL CORP Ticker: XOM	30231G102 ENR	9,747.40 84.760	0.00	8,207.55 71.370	1,539.85	216.20	2.21
86.000	HEINZ H J CO Ticker: HNZ	423074103 CNS	4,647.44 54.040	41.28	4,129.58 48.018	517.86	165.12	3.55
178.000	HOME DEPOT INC Ticker: HD	437076102 CND	7,483.12 42.040	0.00	5,695.21 31.996	1,787.91	206.48	2.75
82.000	HONEYWELL INTL INC Ticker: HON	438516106 IND	4,456.70 54.350	0.00	3,790.98 46.231	665.72	122.18	2.74
283.000	INTEL CORP Ticker: INTC	458140100 IFT	6,862.75 24.250	0.00	6,411.57 22.656	451.18	237.72	3.46
55.000	INTERNATIONAL BUSINESS MACHS Ticker: IBM	459200101 IFT	10,113.40 183.880	0.00	6,229.16 113.257	3,884.24	165.00	1.63
160.000	J P MORGAN CHASE & CO Ticker: JPM	46625H100 FIN	5,320.00 33.250	0.00	7,891.24 49.320	-2,571.24	160.00	3.00
88.000	JOHNSON & JOHNSON Ticker: JNJ	478160104 HEA	5,771.04 65.580	0.00	5,439.83 61.816	331.21	200.64	3.47

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Account: 40-05-500- THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500- IM THE ROCK FOUNDATION - COL-DIS

Jan. 01, 2011 through Dec. 31, 2011

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
60.000	KIMBERLY CLARK CORP Ticker: KMB	494368103 CNS	4,413.60 73.560	42.00	4,264.56 71.076	149.04	168.00	3.80
112.000	KINDER MORGAN INC DEL Ticker: KMI	49456B101 ENR	3,603.04 32.170	0.00	3,119.49 27.853	483.55	134.40	3.73
51.000	LIMITED BRANDS INC Ticker: LTD	532716107 CND	2,057.85 40.350	0.00	2,162.37 42.399	-104.52	40.80	1.98
69.000	MCDONALDS CORP Ticker: MCD	580135101 CND	6,922.77 100.330	0.00	5,394 05 78.175	1,528.72	193.20	2.79
170.000	MERCK & CO INC NEW COM Ticker: MRK	58933Y105 HEA	6,409.00 37.700	71.40	6,587.07 38.747	-178.07	285 60	4.45
64.000	METLIFE INC Ticker: MET	59156R108 FIN	1,995.52 31.180	0.00	2,310.12 36.096	-314 60	47.36	2.37
279.000	MICROSOFT CORP Ticker: MSFT	594918104 IFT	7,242 84 25.960	0.00	7,759.39 27.811	-516.55	223.20	3.08
37.000	NEXTERA ENERGY INC Ticker: NEE	65339F101 UTL	2,252.56 60.880	0.00	2,060.28 55.683	192.28	81.40	3.61
30.000	NORFOLK SOUTHERN CORP Ticker: NSC	655844108 IND	2,185.80 72.860	0.00	2,199.08 73.303	-13.28	51.60	2.36
68.000	NUCOR CORP Ticker: NUE	670346105 MAT	2,690.76 39.570	24.82	2,791.02 41.044	-100.26	99.28	3.69
43.000	OCCIDENTAL PETE CORP DEL Ticker: OXY	674599105 ENR	4,029.10 93.700	19.78	3,317 34 77.147	711.76	79.12	1.96
26.000	PARKER HANNIFIN CORP Ticker: PH	701094104 IND	1,982.50 76.250	0.00	1,604.28 61.703	378.22	38.48	1.94
375.000	PFIZER INC Ticker: PFE	717081103 HEA	8,115.00 21.640	0.00	8,595.78 22.922	-480.78	330 00	4.06
38 000	PG&E CORP Ticker: PCG	69331C108 UTL	1,566.36 41.220	17.29	1,590.67 41.860	-24.31	69.16	4.41
141.000	PHILIP MORRIS INTL INC Ticker: PM	718172109 CNS	11,065.68 78.480	108.57	8,169.52 57.940	2,896.16	434.28	3.92

Portfolio Detail

Account: 40-05-500- THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500- IM THE ROCK FOUNDATION - COL-DIS

Jan. 01, 2011 through Dec. 31, 2011

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
71.000	PNC FINL SVCS GROUP INC Ticker: PNC	693475105 FIN	4,094.57 57.670	0.00	3,894.35 54.850	200.22	99.40	2.42
43.000	PRICE T ROWE GROUP INC Ticker: TROW	74144T108 FIN	2,448.85 56.950	0.00	2,404.03 55.908	44.82	53.32	2.17
70.000	PROCTER & GAMBLE CO Ticker: PG	742718109 CNS	4,669.70 66.710	0.00	4,436.23 63.375	233.47	147.00	3.14
93.000	PUBLIC SVC ENTERPRISE GROUP Ticker: PEG	744573106 UTL	3,069.93 33.010	0.00	3,053.07 32.829	16.86	127.41	4.15
63.000	RAYTHEON CO COM NEW Ticker: RTN	755111507 IND	3,047.94 48.380	27.09	2,723.23 43.226	324.71	108.36	3.55
61.000	SEMPRA ENERGY Ticker: SRE	816851109 UTL	3,355.00 55.000	29.28	3,112.20 51.020	242.80	117.12	3.49
74.000	TARGET CORP Ticker: TGT	87612E106 CND	3,790.28 51.220	0.00	3,871.12 52.312	-80.84	88.80	2.34
82.000	TEXAS INSTRS INC Ticker: TXN	882508104 IFT	2,387.02 29.110	0.00	2,591.82 31.608	-204.80	55.76	2.33
112.000	TIME WARNER INC NEW COM Ticker: TWX	887317303 CND	4,047.68 36.140	0.00	3,815.14 34.064	232.54	105.28	2.60
31.000	TJX COS INC NEW Ticker: TJX	872540109 CND	2,001.05 64.550	0.00	1,851.36 59.721	149.69	23.56	1.17
50.000	UNITED TECHNOLOGIES CORP Ticker: UTX	913017109 IND	3,654.50 73.090	0.00	3,455.48 69.110	199.02	96.00	2.62
178.000	US BANCORP DEL COM NEW Ticker: USB	902973304 FIN	4,814.90 27.050	22.25	4,250.64 23.880	564.26	89.00	1.84
244.000	VERIZON COMMUNICATIONS INC Ticker: VZ	92343V104 TEL	9,789.28 40.120	0.00	8,643.14 35.423	1,146.14	488.00	4.98
46.000	WAL-MART STORES INC Ticker: WMT	931142103 CNS	2,748.96 59.760	16.79	2,671.21 58.070	77.75	67.16	2.44

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Jan. 01, 2011 through Dec. 31, 2011

Account: 40-05-500- THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500- IM THE ROCK FOUNDATION - COL-DIS

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
61.000	WASTE MGMT INC DEL Ticker: WM	94106L109 IND	1,995.31 32.710	0.00	1,883.80 30.882	111.51	82 96	4.15
107.000	WELLS FARGO & CO NEW COM Ticker: WFC	949746101 FIN	2,948.92 27.560	0.00	3,791 27 35.432	-842.35	51.36	1.74
	Total U.S. Large Cap		**$247,649.69**	**$520.87**	**$228,379.72**	**$19,269.97**	**$7,975.03**	**3.22%**
U.S. Mid Cap								
87.000	DOVER CORP Ticker: DOV	260003108 IND	$5,050.35 58.050	$0.00	$4,468.33 51.360	$582.02	$109.62	2.17%
86.000	GALLAGHER ARTHUR J & CO Ticker: AJG	363576109 FIN	2,875.84 33.440	28.38	2,670.65 31.054	205.19	113.52	3.94
44.000	LINEAR TECHNOLOGY CORP Ticker: LLTC	535678106 IFT	1,321.32 30.030	0.00	1,409.95 32.044	-88.63	42.24	3.19
41.000	NORDSTROM INC Ticker: JWN	655664100 CND	2,038.11 49.710	0.00	1,558.48 38.012	479.63	37.72	1.85
100.000	RPM INTL INC Ticker: RPM	749685103 MAT	2,455.00 24.550	0.00	2,227.00 22.270	228.00	86 00	3.50
34.000	SHERWIN WILLIAMS CO Ticker: SHW	824348106 CND	3,035.18 89.270	0.00	2,856.03 84.001	179.15	49.64	1.63
	Total U.S. Mid Cap		**$16,775.80**	**$28.38**	**$15,190.44**	**$1,585.36**	**$438.74**	**2.61%**
U.S. Small Cap								
52.000	MEREDITH CORP Ticker: MDP	589433101 CND	$1,697.80 32.650	$0.00	$1,446.69 27.821	$251.11	$79.56	4.68%
	Total U.S. Small Cap		**$1,697.80**	**$0.00**	**$1,446.69**	**$251.11**	**$79.56**	**4.68%**

57046123100

Settlement Date

Portfolio Detail

Account: 40-05-500- THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500- IM THE ROCK FOUNDATION - COL-DIS

Jan. 01, 2011 through Dec. 31, 2011

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
International Developed								
80.000	ACCENTURE PLC CL A COM IRELAND Ticker: ACN	G1151C101 IFT	$4,258.40 53.230	$0.00	$4,174.59 52.182	$83.81	$108.00	2.53%
32.000	BHP BILLITON LTD SPONSORED ADR AUSTRALIA Ticker: BHP	088606108 MAT	2,260.16 70.630	0.00	2,215.04 69.220	45.12	64.64	2.86
56.000	DIAGEO PLC SPONSORED ADR NEW UNITED KINGDOM Ticker: DEO	25243Q205 CNS	4,895.52 87.420	0.00	3,650.90 65.195	1,244.62	145.32	2.96
68.000	GLAXOSMITHKLINE PLC SPONSORED ADR UNITED KINGDOM Ticker: GSK	37733W105 HEA	3,102.84 45.630	0.00	2,886.46 42.448	216.38	150.01	4.83
86.000	PENN WEST PETE LTD NEW COM CANADA Ticker: PWE	707887105 OEQ	1,702.80 19.800	22.42	1,496.95 17.406	205.85	89.68	5.26
113.000	ROYAL DUTCH SHELL PLC SPONSORED ADR CL A DUTCH LISTING Ticker: RDS A	780259206 ENR	8,259.17 73.090	0.00	7,534.24 66.675	724.93	322.73	3.90
38.000	TRANSOCEAN LTD SWITZERLAND Ticker: RIG	H8817H100 ENR	1,458.82 38.390	0.00	2,016.55 53.067	-557.73	120.08	8.23
	Total International Developed		**$25,937.71**	**$22.42**	**$23,974.73**	**$1,962.98**	**$1,000.46**	**3.85%**
Total Equities			**$292,061.00**	**$571.67**	**$268,991.58**	**$23,069.42**	**$9,493.79**	**3.25%**

Settlement Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Jan 01, 2011 through Dec. 31, 2011

Account: 40-05-500- THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500- IM THE ROCK FOUNDATION - COL-DIS

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Real Estate								
Public REITs								
43.000	DIGITAL RLTY TR INC REITS	253868103	$2,866.81 66.670	$29.24	$2,733 35 63.566	$133.46	$116 96	4.08%
16.000	PUBLIC STORAGE INC COM (REIT)	74460D109	2,151.36 134.460	0.00	1,840.94 115.059	310.42	60.80	2.82
	Total Public REITs		**$5,018.17**	**$29.24**	**$4,574.29**	**$443.88**	**$177.76**	**3.54%**
Total Real Estate			**$5,018.17**	**$29.24**	**$4,574.29**	**$443.88**	**$177.76**	**3.54%**
Total Portfolio			**$307,929.68**	**$601.43**	**$284,416.38**	**$23,513.30**	**$9,678.06**	**3.14%**
Accrued Income			$601.43					
Total			**$308,531.11**					

(1) Market Value in the Portfolio Detail section does not include Accrued Income

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss		Net gain or loss
PG & E CORP	69331C108	15	02/04/10	11/21/11	$572 44	$628 01		$-55 57
P P G INDS INC	693506107	2	02/17/10	11/21/11	$163 13	$122 86		$40 27
P P G INDS INC	693506107	17	02/04/10	11/21/11	$1,386 57	$984 77		$401 80
AIR PRODUCTS & CHEMICALS INC	009158106	1	02/11/10	11/21/11	$79 43	$76 79		$2 64
AIR PRODUCTS & CHEMICALS INC	009158106	1	02/10/10	11/21/11	$79 43	$76 77		$2 66
AIR PRODUCTS & CHEMICALS INC	009158106	2	02/12/10	11/21/11	$158 86	$153 52		$5 34
AIR PRODUCTS & CHEMICALS INC	009158106	29	02/04/10	11/21/11	$2,303 45	$2,167 96		$135 49
TE CONNECTIVITY LTD	H84989104	17	04/30/10	11/21/11	$544 44	$543 54		$0 90
GENUINE PARTS CO	372460105	52	02/04/10	11/21/11	$2,877 07	$1,992 51		$884,56
GENUINE PARTS CO	372460105	9	02/17/10	11/21/11	$497 96	$365 65		$132 31
FREEPORT-MCMORAN COPPER & GOLD CL B	35671D857	16 46	02/04/10	11/21/11	$593 39	$595 38		$-1 99
FREEPORT-MCMORAN COPPER & GOLD CL B	35671D857	1 54	02/17/10	11/21/11	$55 52	$59 62		$-4 10
TE CONNECTIVITY LTD	H84989104	19	04/29/10	11/21/11	$608 49	$610 08		$-1 59
TE CONNECTIVITY LTD	H84989104	8	04/29/10	11/21/11	$256 20	$257 64		$-1 44
PACKAGING CORP AMER	695156109	26	02/04/10	11/23/11	$633 09	$552 96		$80 13
PACKAGING CORP AMER	695156109	6	02/17/10	11/23/11	$146 10	$134 39		$11 71
JP MORGAN CHASE & CO	46625H100	7	05/10/07	11/23/11	$199 52	$356 51		$-156 99
JP MORGAN CHASE & CO	46625H100	12	05/23/07	11/23/11	$342 03	$626 37		$-284 34
WELLS FARGO & CO (NEW)	949746101	23	12/10/06	11/23/11	$538 59	$814 95		$-276 36
PACKAGING CORP AMER	695156109	19	02/04/10	11/25/11	$465 23	$404 08		$61 15
ISHARES INC MSCI TAIWAN INDEX FD	464286731	500	04/14/10	11/28/11	$5,942 38	$6,525 00		$-582 62
ISHARES INC MSCI SINGAPORE INDEX	464286673	640	01/14/10	11/28/11	$7,191 86	$7,539 20		$-347 34
ISHARES MSCI CHILE INVESTABLE	464286640	125	04/14/10	11/28/11	$7,058 98	$7,031 02	*	$27 96
COLUMBIA ACORN TR INTL CL Z	197199813	242 98	01/25/10	11/28/11	$8,220 00	$8,322 07		$-102 07
COLUMBIA ACORN TR FD CL Z	197199409	737 82	07/14/10	11/28/11	$20,253 21	$18,630 00		$1,623 21
COLUMBIA ACORN TR FD CL Z	197199409	1276 88	01/14/10	11/28/11	$35,050 22	$32,368 79		$2,681 43

Long term transactions

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss		Net gain or loss
BOSTON PPTYS INC	101121101	6	02/04/10	11/09/11	$591 99	$384 62		$207.37
KRAFT FOODS INC CL A	50075N104	45	02/04/10	11/09/11	$1,561 52	$1,269 79		$291 73
KRAFT FOODS INC CL A	50075N104	8	02/17/10	11/09/11	$277 60	$229 18		$48 42
BOSTON PPTYS INC	101121101	4	02/17/10	11/09/11	$384 82	$257 97		$126 85
BOSTON PPTYS INC	101121101	17	02/04/10	11/10/11	$1,622 86	$1,089 76		$533 10
OCCIDENTAL PETROLEUM CORP	674599105	1	02/04/10	11/14/11	$97 87	$77 15		$20 72
GENERAL MILLS INC	370334104	12	02/04/10	11/15/11	$471 72	$416 03		$55 69
ANALOG DEVICES INC	032654105	36	02/04/10	11/16/11	$1,340 46	$959 31		$381 15
ANALOG DEVICES INC	032654105	5	02/17/10	11/16/11	$186 17	$140 69		$45 48
XL GROUP PLC	G98290102	1	02/17/10	11/16/11	$20 44	$17 94		$2 50
PEOPLES UTD FINL INC	712704105	41	07/29/10	11/16/11	$520 53	$568 85		$-48 32
PEOPLES UTD FINL INC	712704105	56	07/29/10	11/16/11	$710 97	$779 25		$-68 28
PEOPLES UTD FINL INC	712704105	10	07/29/10	11/16/11	$126 95	$138 59		$-11 64
PEOPLES UTD FINL INC	712704105	7	07/29/10	11/16/11	$87 81	$97 41		$-9 60
NEXTERA ENERGY INC	65339F101	13	10/31/07	11/16/11	$724 66	$879 29		$-154 63
CITIGROUP INC	172967416	13	02/04/10	11/16/11	$1,091 63	$1,201 38	*	$-109 75
CITIGROUP INC	172967416	2	02/17/10	11/16/11	$167 94	$192 72	*	$-24 78
AMERICAN ELECTRIC POWER INC	025537101	18	02/04/10	11/17/11	$692 73	$616 63		$76 10
XL GROUP PLC	G98290102	10	02/17/10	11/17/11	$197 39	$179 37		$18 02
XL GROUP PLC	G98290102	76	02/04/10	11/17/11	$1,500 14	$1,264 45		$235 69
OCCIDENTAL PETROLEUM CORP	674599105	18	02/04/10	11/18/11	$1,688 65	$1,388 66		$299 99
GENERAL MILLS INC	370334104	57	02/04/10	11/18/11	$2,199 84	$1,976 12		$223 72
TE CONNECTIVITY LTD	H84989104	2	04/29/10	11/18/11	$65.92	$64 41		$1 51
TE CONNECTIVITY LTD	H84989104	6	04/29/10	11/21/11	$192 15	$192 01		$0 14
UNITED TECHNOLOGIES CORP	913017109	7	06/05/07	11/21/11	$514 47	$486 54		$27 93
US BANCORP DEL NEW	902973304	110	12/10/06	11/21/11	$2,703 77	$3,744 67		$-1,040 90

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
UNITED STS STL CORP	912909AE8	1000	02/04/10	05/04/11	$1,612 93	$1,589 00	$23 93
MORGAN STANLEY	617446448	39	02/04/10	05/04/11	$989 03	$1,053 29	$-64 26
FOOT LOCKER INC	344849104	52	02/04/10	05/04/11	$1,100 25	$613 23	$487 02
MORGAN STANLEY	617446448	5	02/17/10	05/04/11	$126 38	$137 09	$-10 71
MORGAN STANLEY	617446448	1	02/17/10	05/04/11	$25 28	$27.42	$-2 14
FOOT LOCKER INC	344849104	23	02/04/10	05/04/11	$486 74	$271 24	$215 50
MORGAN STANLEY	617446448	5	02/04/10	05/04/11	$126 38	$135 04	$-8 66
ILLINOIS TOOL WORKS INC	452308109	22	04/27/10	08/30/11	$1,023 25	$1,127 83	$-104 58
ILLINOIS TOOL WORKS INC	452308109	3	04/27/10	09/06/11	$129 24	$153 80	$-24 56
ILLINOIS TOOL WORKS INC	452308109	6	04/28/10	09/06/11	$258 49	$306 58	$-48 09
ILLINOIS TOOL WORKS INC	452308109	27	03/26/10	09/06/11	$1,163 19	$1,276 81	$-113 62
ILLINOIS TOOL WORKS INC	452308109	3	02/17/10	09/06/11	$129 24	$136 19	$-6 95
ILLINOIS TOOL WORKS INC	452308109	22	02/04/10	09/06/11	$947 79	$940 45	$7 34
ENSCO INTL LTD	29358Q109	24	08/06/10	09/13/11	$1,143 86	$1,078 56	$65 30
ENSCO INTL LTD	29358Q109	12	08/09/10	09/13/11	$571 93	$544 73	$27 20
EMC CORP SR NT CONV	268648AK8	2000	03/26/10	09/15/11	$2,802 58	$2,493 84	$308 74
GOODRICH (B F) CO	382388106	4	02/04/10	09/19/11	$417 04	$250 63	$166 41
GOODRICH (B F) CO	382388106	41	02/04/10	09/23/11	$4,961 20	$2,568 96	$2,392 24
POWERSHARES INDIA EXCHANGE TRADED	73935L100	325	01/14/10	10/06/11	$6,018 95	$7,572 50	$-1,553 55
V F CORP	918204108	1	02/17/10	10/12/11	$131 11	$76 49	$54 62
V F CORP	918204108	5	02/04/10	10/12/11	$655 52	$358 24	$297 28
V F CORP	918204108	3	02/04/10	10/12/11	$396 46	$214 94	$181 52
V F CORP	918204108	7	02/04/10	10/13/11	$907 65	$501 53	$406 12
WILLIAMS COMPANIES	969457100	75	02/04/10	11/04/11	$2,334 78	$1,550 81	$783 97
APACHE CORP	037411808	23	07/23/10	11/04/11	$1,288 76	$1,219 55	$69 21
APACHE CORP	037411808	14	07/23/10	11/04/11	$784 47	$736 20	$48 27

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
WILLIAMS COMPANIES	969457100	20	02/04/10	02/17/11	$597 01	$413 55	$183 46
HEWLETT PACKARD CO	428236103	250	08/13/07	03/29/11	$10,386 30	$12,108 88	$-1,722 58
INTEL CORP	458140100	448	12/10/06	03/29/11	$9,024 78	$9,285 36	$-260 58
PEPSICO INC	713448108	100	12/10/06	03/29/11	$6,427 37	$6,316 75	$110 62
RIO TINTO PLC SPONSORED ADR	767204100	160	01/14/10	03/29/11	$11,184 58	$9,477 00	$1,707 58
SCHLUMBERGER LTD	806857108	100	02/27/08	03/29/11	$9,350 32	$8,849 75	$500 57
STATE STR CORP	857477103	150	02/29/08	03/29/11	$6,613 12	$11,958 64	$-5,345 52
TEXAS INSTRUMENTS INC	882508104	450	02/27/08	03/29/11	$15,625 94	$13,966 88	$1,659 06
HARTFORD FINL SVCS GROUP INC COM	416515104	100	02/27/08	03/29/11	$2,647 44	$7,409 75	$-4,762 31
GENERAL ELECTRIC CO	369604103	300	12/10/06	03/29/11	$5,956 68	$10,569 75	$-4,613 07
DEERE & CO	244199105	75	02/28/08	03/29/11	$6,960 98	$6,490 32	$470 66
CISCO SYSTEM INC	17275R102	500	12/10/06	03/29/11	$8,632 33	$13,528 74	$-4,896 41
COCA COLA	191216100	100	02/29/08	03/29/11	$6,556 37	$5,842 75	$713 62
WELLS FARGO & CO (NEW)	949746101	640	12/10/06	04/11/11	$20,090 80	$22,676 80	$-2,586 00
WELLS FARGO & CO (NEW)	949746101	9	12/23/06	04/11/11	$282 53	$319 12	$-36 59
MICROSOFT CORP	594918104	55	03/26/10	04/11/11	$1,422 99	$1,638 89	$-215 90
AT&T INC	00206R102	374	12/10/06	04/11/11	$11,486 25	$13,045 24	$-1,558 99
US BANCORP DEL NEW	902973304	415	12/10/06	04/11/11	$10,882 13	$14,127 64	$-3,245 51
EXXON MOBIL CORP	30231G102	65	12/10/06	04/11/11	$5,554 95	$4,915 95	$639 00
NEXTERA ENERGY INC	65339F101	230	10/31/07	04/11/11	$12,726 22	$15,556 63	$-2,830 41
MICROSOFT CORP	594918104	392	12/10/06	04/11/11	$10,142 01	$11,471 88	$-1,329 87
AT&T INC	00206R102	169	12/10/06	04/11/11	$5,190 31	$5,894 78	$-704 47
INTERNATIONAL BUSINESS MACHINES	459200101	4	02/17/10	04/11/11	$655 48	$504 87	$150 61
INTERNATIONAL BUSINESS MACHINES	459200101	24	08/13/07	04/11/11	$3,932 86	$2,718 18	$1,214 68
PFIZER INC	717081103	704	12/10/06	04/11/11	$14,551 68	$17,696 80	$-3,145 12
V F CORP	918204108	1	02/17/10	05/04/11	$98 25	$76 49	$21 76

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
UNITED PARCEL SVC INC CL B	911312106	7	01/13/11	11/21/11	$475 18	$505 59	$-30 41
UNITED PARCEL SVC INC CL B	911312106	2	01/13/11	11/21/11	$135 77	$144 33	$-8 56
PACKAGING CORP AMER	695156109	25	04/11/11	11/22/11	$624 76	$700 44	$-75 68
COLGATE PALMOLIVE	194162103	33	05/04/11	11/22/11	$2,914 67	$2,826 23	$88 44
COLGATE PALMOLIVE	194162103	16	05/04/11	11/23/11	$1,385 45	$1,368 98	$16 47
COLGATE PALMOLIVE	194162103	6	05/04/11	11/23/11	$519 55	$513 86	$5 69
PACKAGING CORP AMER	695156109	10	04/11/11	11/23/11	$243 50	$280 17	$-36 67
Total short term gain/loss from sales:					$90,760 39	$96,438 08	$-5,677 69

Short term transactions with loss disallowed due to wash sale

This category includes sales of assets held 12 months or less.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss / Wash sale loss disallowed
TARGET CORP	87612E106	14	08/06/10	05/04/11	$683 24	$732 54	$-49 30
							$49 30
Total short term gain/loss from sales:					$683 24	$732 54	$-49 30
Total short term loss disallowed from wash sales:							$49 30

Long term transactions

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
JOHNSON AND JOHNSON	478160104	6	10/08/08	01/26/11	$364 05	$369 95	$-5 90
JOHNSON AND JOHNSON	478160104	18	10/08/08	01/27/11	$1,093 47	$1,109 83	$-16 36
WILLIAMS COMPANIES	969457100	13	02/04/10	02/17/11	$384 53	$268 81	$115 72

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
AUTOMATIC DATA PROCESSING INC	053015103	3	12/06/10	11/17/11	$151 35	$140 16	$11 19
3M CO	88579Y101	9	04/11/11	11/17/11	$728 26	$844 90	$-116 64
3M CO	88579Y101	13	12/06/10	11/17/11	$1,051 94	$1,132 46	$-80 52
3M CO	88579Y101	2	12/06/10	11/17/11	$161 84	$173 49	$-11 65
PEOPLES UTD FINL INC	712704105	69	04/11/11	11/18/11	$843 64	$904 77	$-61 13
TE CONNECTIVITY LTD	H84989104	7	01/14/11	11/18/11	$230 34	$255 96	$-25 62
TE CONNECTIVITY LTD	H84989104	5	01/13/11	11/18/11	$164.53	$182 14	$-17 61
TE CONNECTIVITY LTD	H84989104	11	01/13/11	11/18/11	$361 96	$400 44	$-38 48
METLIFE INC	59156R108	25	04/11/11	11/18/11	$766 28	$1,117 19	$-350 91
TE CONNECTIVITY LTD	H84989104	23	04/11/11	11/18/11	$758 12	$775 96	$-17 84
GENUINE PARTS CO	372460105	25	04/11/11	11/18/11	$1,414 15	$1,353 19	$60 96
TE CONNECTIVITY LTD	H84989104	24	04/11/11	11/18/11	$789 74	$809 70	$-19 96
P P G INDS INC	693506107	12	04/11/11	11/21/11	$978 76	$1,142 01	$-163 25
PG & E CORP	69331C108	34	04/11/11	11/21/11	$1,297 53	$1,501 68	$-204 15
GENUINE PARTS CO	372460105	12	04/11/11	11/21/11	$663 94	$649 53	$14 41
FREEPORT-MCMORAN COPPER & GOLD CL B	35671D857	16	04/11/11	11/21/11	$576 80	$902 68	$-325 88
AIR PRODUCTS & CHEMICALS INC	009158106	7	02/16/11	11/21/11	$556 01	$658 63	$-102 62
AIR PRODUCTS & CHEMICALS INC	009158106	25	04/11/11	11/21/11	$1,985 74	$2,283 94	$-298 20
UNITED TECHNOLOGIES CORP	913017109	14	04/11/11	11/21/11	$1,028 95	$1,191 92	$-162 97
UNITED TECHNOLOGIES CORP	913017109	22	04/11/11	11/21/11	$1,616 26	$1,873 03	$-256 77
UNITED PARCEL SVC INC CL B	911312106	4	12/06/10	11/21/11	$271 53	$285 84	$-14 31
UNITED PARCEL SVC INC CL B	911312106	14	12/06/10	11/21/11	$950 36	$1,004 73	$-54 37
UNITED PARCEL SVC INC CL B	911312106	5	02/16/11	11/21/11	$339 42	$376 77	$-37 35
UNITED PARCEL SVC INC CL B	911312106	27	04/11/11	11/21/11	$1,832 84	$1,977 68	$-144 84
UNITED PARCEL SVC INC CL B	911312106	7	01/14/11	11/21/11	$475 18	$508 10	$-32 92
UNITED PARCEL SVC INC CL B	911312106	4	01/13/11	11/21/11	$271 53	$288 94	$-17 41

U.S. TRUST

Bank of America Private Wealth Management

IM THE ROCK FOUNDATION

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss		Net gain or loss
BB & T CORP	054937107	1	01/13/11	11/09/11	$23 30	$27 01		$-3 71
BB & T CORP	054937107	29	04/11/11	11/09/11	$675 61	$792 06		$-116 45
BB & T CORP	054937107	12	01/14/11	11/09/11	$279 56	$329 59		$-50 03
KRAFT FOODS INC CL A	50075N104	31	04/11/11	11/09/11	$1,075 71	$995 02		$80 69
NORDSTROM INC	655664100	13	04/11/11	11/09/11	$635 74	$600 57		$35 17
KELLOGG CO	487836108	19	03/04/11	11/14/11	$943 15	$1,031 46		$-88 31
OCCIDENTAL PETROLEUM CORP	674599105	20	04/11/11	11/14/11	$1,957 39	$2,028 35		$-70 96
DIAGEO PLC SPONSORED ADR NEW	25243Q205	12	04/11/11	11/14/11	$1,001 39	$937 65		$63 74
KELLOGG CO	487836108	15	03/07/11	11/14/11	$744 60	$811 38		$-66 78
DIAGEO PLC SPONSORED ADR NEW	25243Q205	4	04/11/11	11/14/11	$334 51	$312 55		$21 96
OCCIDENTAL PETROLEUM CORP	674599105	21	04/11/11	11/14/11	$2,046 00	$2,129 77		$-83 77
GENERAL MILLS INC	370334104	27	04/11/11	11/14/11	$1,062 29	$990 56		$71 73
GENERAL MILLS INC	370334104	11	04/11/11	11/14/11	$432 30	$403 56		$28 74
DIAGEO PLC SPONSORED ADR NEW	25243Q205	17	04/11/11	11/14/11	$1,427 47	$1,328 34		$99 13
KELLOGG CO	487836108	21	04/11/11	11/14/11	$1,042 43	$1,149 91		$-107 48
GENERAL MILLS INC	370334104	4	04/11/11	11/15/11	$157 24	$146 75		$10 49
XL GROUP PLC	G98290102	6	04/11/11	11/16/11	$120 93	$149 98		$-29 05
PEOPLES UTD FINL INC	712704105	1	04/11/11	11/16/11	$12 70	$13 11		$-0 41
CITIGROUP INC	172967416	10	04/11/11	11/16/11	$839 71	$1,266 69	*	$-426 98
AUTOMATIC DATA PROCESSING INC	053015103	24	04/11/11	11/16/11	$1,238 21	$1,263 06		$-24 85
ANALOG DEVICES INC	032654105	9	04/11/11	11/16/11	$335 12	$346 30		$-11 18
XL GROUP PLC	G98290102	49	04/11/11	11/16/11	$1,001 61	$1,224 88		$-223 27
AMERICAN ELECTRIC POWER INC	025537101	25	04/11/11	11/16/11	$966 15	$870 19		$95 96
ANALOG DEVICES INC	032654105	17	04/11/11	11/16/11	$623 75	$654 11		$-30 36
AMERICAN ELECTRIC POWER INC	025537101	24	04/11/11	11/17/11	$923 65	$835 38		$88 27
AUTOMATIC DATA PROCESSING INC	053015103	22	04/11/11	11/17/11	$1,109 87	$1,157 81		$-47 94

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
ENSCO INTL LTD	29358Q109	5	02/16/11	09/13/11	$238 30	$267 57	$-29 27
ENSCO INTL LTD	29358Q109	3	01/14/11	09/13/11	$142 98	$158 38	$-15 40
ENSCO INTL LTD	29358Q109	2	01/13/11	09/13/11	$95 32	$105 38	$-10 06
EMC CORP SR NT CONV	268648AK8	1000	04/13/11	09/15/11	$1,401 29	$1,665 00	$-263 71
GOODRICH (B F) CO	382388106	29	04/11/11	09/19/11	$3,023 53	$2,446 37	$577 16
ALLEGHENY TECHNOLOGIES INC	01741RAD4	501	01/14/11	10/12/11	$632 03	$782 57	$-150 54
ALLEGHENY TECHNOLOGIES INC	01741RAD4	498	01/18/11	10/12/11	$628 24	$809 29	$-181 05
ALLEGHENY TECHNOLOGIES INC	01741RAD4	1	04/07/11	10/12/11	$1.26	$1 72	$-0 46
ACE LTD	H0023R105	4	01/13/11	10/21/11	$277 80	$243 10	$34 70
ACE LTD	H0023R105	12	01/13/11	10/21/11	$833 40	$729 62	$103 78
ACE LTD	H0023R105	18	04/11/11	10/21/11	$1,250 11	$1,196 24	$53 87
ACE LTD	H0023R105	14	01/14/11	10/21/11	$972 31	$850 67	$121 64
GENERAL MTRS CO	37045V209	42	04/11/11	10/26/11	$1,687 10	$2,002 46	$-315 36
GENERAL MTRS CO	37045V209	17	11/23/10	10/26/11	$682 88	$850 51	$-167 63
GENERAL MTRS CO	37045V209	16	12/01/10	10/26/11	$642 71	$824 31	$-181 60
GENERAL MTRS CO	37045V209	6	01/14/11	10/26/11	$241 02	$335 84	$-94 82
GENERAL MTRS CO	37045V209	1	01/13/11	10/26/11	$40 17	$56 02	$-15 85
GENERAL MTRS CO	37045V209	6	01/13/11	10/26/11	$241 02	$337 86	$-96 84
GENERAL MTRS CO	37045V209	18	12/06/10	10/26/11	$723 04	$927 35	$-204 31
APACHE CORP	037411808	26	04/11/11	11/04/11	$1,456 86	$1,797 32	$-340 46
WILLIAMS COMPANIES	969457100	46	04/11/11	11/04/11	$1,432 00	$1,424 05	$7 95
BB & T CORP	054937107	15	02/16/11	11/09/11	$349 45	$431 80	$-82 35
BB & T CORP	054937107	5	01/14/11	11/09/11	$116 49	$139 12	$-22 63
BB & T CORP	054937107	10	01/13/11	11/09/11	$235 14	$269 56	$-34 42
BOSTON PPTYS INC	101121101	1	04/11/11	11/09/11	$96 21	$94 74	$1 47
BB & T CORP	054937107	6	01/13/11	11/09/11	$141 08	$162 04	$-20 96

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
MOLSON COORS BREWING CO CL B	60871R209	5	12/06/10	03/04/11	$221 66	$245 53	$-23 87
MOLSON COORS BREWING CO CL B	60871R209	1	12/06/10	03/04/11	$44 37	$49 10	$-4 73
MOLSON COORS BREWING CO CL B	60871R209	18	12/09/10	03/04/11	$798 68	$883 64	$-84 96
EL PASO CORP	28336L109	0 23	01/27/11	03/21/11	$3 88	$3 70	$0 18
NAVISTAR INTL CORP NEW	63934EAL2	1000	09/24/10	04/15/11	$1,456 88	$1,131 45	$325 43
EL PASO CORP	28336L109	17	04/11/11	05/04/11	$306 55	$296 95	$9 60
EL PASO CORP	28336L109	3	01/27/11	05/04/11	$54 10	$48 21	$5 89
EL PASO CORP	28336L109	74	01/27/11	05/04/11	$1,336 75	$1,189 29	$147 46
V F CORP	918204108	7	04/11/11	05/04/11	$687 75	$696 42	$-8 67
MORGAN STANLEY	617446448	32	04/11/11	05/04/11	$808 83	$866 96	$-58 13
PARKER-HANNIFIN CP	701094104	10	04/11/11	05/04/11	$903 74	$954 77	$-51 03
V F CORP	918204108	3	04/11/11	05/04/11	$293 79	$298 46	$-4 67
FOOT LOCKER INC	344849104	48	04/11/11	05/04/11	$1,015 62	$987 72	$27 90
BOSTON PPTYS INC	101121101	15	04/11/11	08/10/11	$1,476 62	$1,421 06	$55 56
ILLINOIS TOOL WORKS INC	452308109	29	04/11/11	08/15/11	$1,310 91	$1,580 43	$-269 52
ILLINOIS TOOL WORKS INC	452308109	22	04/11/11	08/30/11	$1,023 24	$1,198 94	$-175 70
PACCAR INC	693718108	13	04/15/11	08/31/11	$484 63	$663 86	$-179 23
PACCAR INC	693718108	17	04/15/11	08/31/11	$633 74	$859 26	$-225 52
CARNIVAL CORP PAIRED CTF 1 COM	143658300	20	05/04/11	09/06/11	$603 67	$778 41	$-174 74
CARNIVAL CORP PAIRED CTF 1 COM	143658300	11	05/04/11	09/06/11	$332 81	$428 13	$-95 32
CARNIVAL CORP PAIRED CTF 1 COM	143658300	9	05/04/11	09/06/11	$272 30	$348 84	$-76 54
ENSCO INTL LTD	29358Q109	2	02/16/11	09/13/11	$95 17	$107 15	$-11 98
ENSCO INTL LTD	29358Q109	10	01/13/11	09/13/11	$476 61	$525 22	$-48 61
ENSCO INTL LTD	29358Q109	1	04/11/11	09/13/11	$47 85	$58 28	$-10 43
ENSCO INTL LTD	29358Q109	35	04/11/11	09/13/11	$1,665 52	$2,039 71	$-374 19
ENSCO INTL LTD	29358Q109	1	02/16/11	09/13/11	$47 59	$53 51	$-5 92

Proceeds From Broker Transactions

This section reports your proceeds from sales during the year. We report all transactions on a trade-date basis, which is the date shown in the sale date column. The net proceeds are less commissions, transfer charges, and premiums.

We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. However, we have not made adjustments to the cost basis of all partnerships.

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
AMERICAN ELECTRIC POWER INC	025537101	14	02/04/10	01/13/11	$496.76	$479 61	$17 15
AMERICAN ELECTRIC POWER INC	025537101	9	02/04/10	01/13/11	$319 67	$308 32	$11 35
GLAXO WELLCOME PLC SPONSORED ADR	37733W105	12	09/24/10	01/13/11	$466 70	$485 42	$-18 72
GLAXO WELLCOME PLC SPONSORED ADR	37733W105	25	09/27/10	01/13/11	$972 28	$1,010 16	$-37 88
GLAXO WELLCOME PLC SPONSORED ADR	37733W105	1	09/24/10	01/13/11	$38 89	$40 32	$-1 43
GLAXO WELLCOME PLC SPONSORED ADR	37733W105	2	09/27/10	01/13/11	$77 78	$80 52	$-2 74
XCEL ENERGY INC	98389B100	33	04/29/10	01/13/11	$773 65	$710 68	$62 97
XCEL ENERGY INC	98389B100	39	04/29/10	01/13/11	$913 76	$839 88	$73 88
XCEL ENERGY INC	98389B100	4	05/18/10	01/13/11	$93 72	$86 66	$7 06
XCEL ENERGY INC	98389B100	6	04/29/10	01/14/11	$140 80	$129 21	$11 59
XCEL ENERGY INC	98389B100	50	05/17/10	01/14/11	$1,173 30	$1,071 43	$101 87
XCEL ENERGY INC	98389B100	19	05/18/10	01/14/11	$445 85	$409 14	$36 71
JOHNSON AND JOHNSON	478160104	11	02/17/10	01/26/11	$667 42	$705 29	$-37 87
FORD MTR CO CAP TR II CONV PFD	345395206	34	07/29/10	02/16/11	$1,732 27	$1,598 37	$133 90
MOLSON COORS BREWING CO CL B	60871R209	9	12/07/10	03/04/11	$398 99	$444 83	$-45 84
MOLSON COORS BREWING CO CL B	60871R209	4	12/08/10	03/04/11	$176 84	$197 88	$-21 04
MOLSON COORS BREWING CO CL B	60871R209	4	12/08/10	03/04/11	$177 33	$197 88	$-20 55
MOLSON COORS BREWING CO CL B	60871R209	3	12/06/10	03/04/11	$133 11	$147 11	$-14 00

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
THORNBURG INVT TR INTL VALUE FD CL	885215566	485 45	01/25/10	11/28/11	$11,680 00	$12,034 38	$-354 38
COLUMBIA FDS SER TR I VALUE &	19765Y514	192 65	01/25/10	11/28/11	$8,334 00	$8,097 04	$236 96
Total long term gain/loss from sales:					$365,326 82	$386,229 58	$-20,902 76

Long term transactions with loss disallowed due to wash sale

This category includes sales of assets held more than 12 months.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss	Wash sale loss disallowed
INTEL CORP	458140100	52	12/10/06	03/29/11	$1,047 52	$1,077 76	$-30 24	$30 24
Total long term gain/loss from sales:					$1,047 52	$1,077 76	$-30 24	
Total long term loss disallowed from wash sales:								$30 24

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Maymont Foundation 1700 Hampton Street Richmond, VA 23220	None	Public	Conservation of the Inlaid Lady's Writing Desk	7,500.
Historic Richmond Foundation 4 E Main St, Suite 1C Richmond, VA 23219	None	Public	Charitable Support	2,000.
Richmond Animal League 11401 International Dr Richmond, VA 23226	None	Public	Chartiable Support	2,500.
Rose Group for Cross-Cultural Understanding 616 E St NW Cb 909 Washington, DC 20004	None	Public	Shanghai Initiative	10,000.
Virginia Museum of Fine Arts 200 N Boulevard Richmond, VA 23220	None	Public	Chartiable Support	3,000.
Woodrow Wilson Presidential Library Fdn PO Box 24 Staunton, VA 24402	None	Public	Chartiable Support	5,000.
Girls Scouts of Commonwelth of VA PO Box 548 Mechanicsville, VA 23111	None	Public	Camp Restoration Fund	1,500.
Total from continuation sheets				31,500.

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Bank of America-Agent	67,237.	12,268.	54,969.
Total to Fm 990-PF, Part I, ln 4	67,237.	12,268.	54,969.

Form 990-PF Legal Fees Statement 2

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
McGuireWoods LLP	3,505.	0.		3,505.
To Fm 990-PF, Pg 1, ln 16a	3,505.	0.		3,505.

Form 990-PF Other Professional Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank of America-Agency Fees	14,468.	14,468.		0.
Bank of America-Tax Preparation Fees	300.	300.		0.
To Form 990-PF, Pg 1, ln 16c	14,768.	14,768.		0.

Form 990-PF Taxes Statement 4

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2011 estimated excise tax	415.	0.		0.
Foreign Tax paid from income	712.	712.		0.
To Form 990-PF, Pg 1, ln 18	1,127.	712.		0.

Form 990-PF	Other Expenses	Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
State Corp Comm-Annual registration fee	25.	0.		25.
To Form 990-PF, Pg 1, ln 23	25.	0.		25.

Form 990-PF	Other Investments	Statement 6

Description	Valuation Method	Book Value	Fair Market Value
See schedule attached	COST	1,320,392.	1,370,339.
Total to Form 990-PF, Part II, line 13		1,320,392.	1,370,339.