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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation THE S. MASON COLE JR AND LULA P. COLE CHARITA		A Employer identification number 26-6779458	
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 1419		B Telephone number (see instructions) (804) 435-4246	
City or town, state, and ZIP code KILMARNOCK, VA 22482		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
G Check all that apply:	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation			
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 3,578,481.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	101,292.	97,472.		STMT 1
	5a Gross rents	2,200.	2,200.	2,200.	
	b Net rental income or (loss)	-410			
	6a Net gain or (loss) from sale of assets not on line 10		34,519.		
	b Gross sales price for all assets on line 6a	742,879			
	7 Capital gain net income (from Part IV, line 2)		34,519.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less. Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	138,011.	134,191.	2,200.	
	13 Compensation of officers, directors, trustees, etc.	36,473.	36,473.		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	400.	400.	NONE	NONE
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	925.	277.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	2,610.			
	24 Total operating and administrative expenses. Add lines 13 through 23	40,408.	37,150.	NONE	NONE
	25 Contributions, gifts, grants paid	201,000.			201,000.
	26 Total expenses and disbursements. Add lines 24 and 25	241,408.	37,150.	NONE	201,000.
	27 Subtract line 26 from line 12	-103,397.			
	a Excess of revenue over expenses and disbursements		97,041.		
	b Net investment income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)			2,200.	

For Paperwork Reduction Act Notice, see instructions.

JSA

Form 990-PF (2011)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	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			231,477.	205,456.	205,456.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			-		-
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			-		-
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			-		-
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10 a Investments - U.S. and state government obligations (attach schedule)	STMT 5		221,276.	194,108.	197,091.
	b Investments - corporate stock (attach schedule)	STMT 6		1,938,630.	1,868,702.	2,251,804.
	c Investments - corporate bonds (attach schedule)	STMT 9		661,084.	676,839.	714,730.
	11 Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶					-
	12 Investments - mortgage loans					
	13 Investments - other (attach schedule)	STMT 11		210,000.	210,000.	209,400.
	14 Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶					-
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			3,262,467.	3,155,105.	3,578,481.
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 (attach schedule)					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds			3,262,467.	3,155,105.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
	30 Total net assets or fund balances (see instructions)			3,262,467.	3,155,105.	
	31 Total liabilities and net assets/fund balances (see instructions)			3,262,467.	3,155,105.	

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	3,262,467.
2 Enter amount from Part I, line 27a	2	-103,397.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	4.
4 Add lines 1, 2, and 3	4	3,159,074.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	3,969.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,155,105.

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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 742,812.		708,360.	34,452.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			34,452.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	34,519.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	194,355.	3,583,904.	0.054230
2009	146,640.	3,361,501.	0.043623
2008			
2007			
2006			
2 Total of line 1, column (d)		2	0.097853
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3	0.048927
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		4	3,721,776.
5 Multiply line 4 by line 3		5	182,095.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	970.
7 Add lines 5 and 6		7	183,065.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		8	201,000.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	970.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b.			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	970.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	970.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	648.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	648.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	4.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	326.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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 <u>N/A</u>				
14	The books are in care of <u>SEE STATEMENT 14</u> Telephone no. <u></u>			
Located at <u></u> ZIP + 4 <u></u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u></u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
Organizations relying on a current notice regarding disaster assistance check here <u></u>		
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?		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? If "Yes," list the years <u></u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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.)		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 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.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		36,473.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ☐ NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	3,400,455.
b	Average of monthly cash balances	1b	168,598.
c	Fair market value of all other assets (see instructions)	1c	209,400.
d	Total (add lines 1a, b, and c)	1d	3,778,453.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,778,453.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	56,677.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,721,776.
6	Minimum investment return. Enter 5% of line 5	6	186,089.

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	186,089.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	970.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	970.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	185,119.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	185,119.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	185,119.

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	201,000.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	201,000.
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 (see instructions)	5	970.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	200,030.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				185,119.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			NONE	
b Total for prior years. 20 <u>09</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	8,497.			
e From 2010	16,450.			
f Total of lines 3a through e	24,947.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>201,000.</u>				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				185,119.
e Remaining amount distributed out of corpus	15,881.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	40,828.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	40,828.			
10 Analysis of line 9:				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	8,497.			
d Excess from 2010	16,450.			
e Excess from 2011	15,881.			

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

NOT APPLICABLE

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)

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

Tax year	Prior 3 years				(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008		
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).)

N/A

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.

N/A

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 23				
Total			▶ 3a	201,000.
b Approved for future payment				
Total			▶ 3b	

[illegible]

13 Total. Add line 12, columns (b), (d), and (e) **13** 135,401.
(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). (See instructions.)
▼	

NOT APPLICABLE

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash			X
(2) Other assets			X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization			X
(2) Purchases of assets from a noncharitable exempt organization			X
(3) Rental of facilities, equipment, or other assets			X
(4) Reimbursement arrangements			X
(5) Loans or loan guarantees			X
(6) Performance of services or membership or fundraising solicitations			X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees			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.			

[illegible]

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

[illegible]

**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

05/08/2012
Date

Ant. Inst. 256.

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check		if	PTIN
-------	--	----	------

2 self-employed P00637410

MICHELE L. DORE

Michael L. Dore

05/08/2012

Don's EIN ► 75-1297386

Firm's name ► THOMSON REUTERS (TAX & ACCOUNTING)

Firm's address ► 9711 FARRAR COURT, SUITE 110

RICHMOND, VA

23236

Phone no. 804-727-3150

RENT AND ROYALTY INCOME

Taxpayer's Name THE S. MASON COLE JR AND LULA P. COLE CHARITA	Identifying Number 26-6779458
---	---

DESCRIPTION OF PROPERTY

RESIDENCE- BAY WALK .095 A/C LOT 3 TOWN

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 1 - SINGLE FAMILY RESIDENCE

RENTAL INCOME	2,200.	
OTHER INCOME:		
TOTAL GROSS INCOME		2,200.
OTHER EXPENSES:		
MANAGEMENT FEES	700.	
REPAIRS	150.	
TAXES	1,336.	
UTILITIES	424.	
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		2,610.
TOTAL RENT OR ROYALTY INCOME (LOSS)		-410.

Less Amount to

Rent or Royalty	
Depreciation	
Depletion	
Investment Interest Expense	
Other Expenses	
Net Income (Loss) to Others	

Net Rent or Royalty Income (Loss) -410.

Deductible Rental Loss (if Applicable)

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des.	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
DIVIDENDS & INTEREST	101,292.	97,472.
	-----	-----
TOTAL	101,292.	97,472.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	400.	400.		
TOTALS	400.	400.	NONE	NONE
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL ESTIMATES - PRINCIPAL	648.	
FOREIGN TAXES ON QUALIFIED FOR	269.	269.
FOREIGN TAXES ON NONQUALIFIED	8.	8.
	-----	-----
TOTALS	925.	277.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
RENT AND ROYALTY EXPENSES	2,610.

TOTALS	2,610.
	=====

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
FFCB 3.75% 1/29/16	5,137.	5,560.
FHLB 3.875% 12/11/15	5,141.	5,562.
FHLB 5.25% 1/4/18		
HOPEWELL VA 3% 7/15/15	5,044.	5,144.
VASHSG 5.125% 1/1/15	5,133.	5,009.
VHDA 4% 10/1/13		
VA ST RES AUTH 5.59% 11/1/13	5,064.	5,407.
FFCB 4.85% 05/02/18		
FHLB 4.375% 06/14/19	10,589.	11,750.
FHLB 6.00% 05/12/11		
MANASSAS PK VA 5.25% 7/15/15	40,000.	41,395.
ST CHAS ILL PK 3.15% 12/15/15	15,118.	15,741.
FNMA 5% 08/02/12	31,473.	30,839.
FNMA 5.875% 05/04/22	20,681.	20,329.
VHDA 5.35% 3/01/16 AMT	10,026.	10,018.
VA RES ARPTS 4.4% 8/01/12 AMT	5,043.	5,042.
VA HSG 5.25% 01/01/19 AMT	15,297.	15,027.
FNMA 5.375% 04/11/22	20,362.	20,268.
	-----	-----
TOTALS	194,108.	197,091.
	=====	=====

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
AFLAC INC	35,780.	34,608.
ABBOTT LABS	33,502.	42,173.
ALLIANT ENERGY CORP	10,758.	19,850.
ALLSTATE CORP	42,960.	32,892.
AMGEN INC	19,052.	25,684.
APACHE CORP	27,873.	18,116.
AUTODESK	3,949.	6,066.
AUTOMATIC DATA PROCESSING INC		
BEST BUY INC		
CVS/CAREMARK CORP	52,863.	50,975.
CERNER CORP	22,303.	36,750.
CHESAPEAKE ENERGY CORP	12,065.	11,145.
CHUBB CORP	49,488.	69,220.
CISCO SYSTEMS INC	4,249.	4,520.
CLOROX CO DEL	10,117.	13,312.
COLGATE PALMOLIVE CO	27,072.	36,956.
CONOCOPHILLIPS	34,498.	58,296.
DIAMOND OFFSHORE COM	21,074.	16,578.
DRESSER-RAND GROUP INC	2,874.	4,991.
GAMESTOP CORP		
GENERAL DYNAMICS CORP	63,493.	53,128.
GENERAL ELECTRIC CO	10,269.	14,328.
HARRIS CORP DEL	24,256.	27,030.
HEWLETT-PACKARD CO	19,325.	10,304.
HOME DEPOT INC	11,056.	16,816.
IBM CORP	46,402.	73,552.
ILLINOIS TOOL WORKS INC	15,726.	14,013.
INTEL CORP		
ISHARES DOW JONES TECH		

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
ISHARES DJ US FINL	56,371.	73,575.
ISHARES DJ US BASIC MATERIALS	4,319.	6,430.
ISHARES MSCI EAFE	72,945.	89,154.
ISHARES R2000 INDEX	85,567.	132,750.
ISHARES RUSSELL MIDCAP INDEX	147,923.	236,208.
J M SMUCKER CO		
JOHNSON & JOHNSON	32,565.	32,790.
LIFE TECHNOLOGIES CORP	16,278.	23,346.
LILLY, ELI & CO W/RIGHTS	34,472.	41,560.
MCDONALDS CORP	40,310.	70,231.
MICROSOFT CORP	29,488.	25,960.
PHILIP MORRIS INTL INC	15,844.	31,392.
PROCTER & GAMBLE CO	28,959.	33,355.
SEI INVESTMENTS CO		
SPDR GOLD SHS	17,097.	26,598.
SOUTHERN CO		
STERICYCLE INC	29,985.	46,752.
SYNOPSYS INC	24,738.	29,920.
TARGET CORP	31,632.	30,732.
VALERO ENERGY CORP NEW	9,653.	12,630.
VERIZON COMMUNICATIONS	43,557.	56,168.
ISHARES BARCLAYS AGG BD FD	20,892.	22,050.
CME GROUP INC	13,915.	12,184.
CAPITAL ONE FINL CORP	13,559.	14,802.
CONSTELLATION BRD-CL A	23,057.	28,938.
DISH NETWORK CORP	13,488.	18,512.
FISERV INC	25,530.	29,370.
ISHARES DJ INDUSTRIAL	14,644.	15,905.
KOHL'S CORP	31,496.	29,610.

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
LABORATORY CORP OF AMER	16,762.	17,194.
MURPHY OIL CORP	28,790.	27,870.
NEXTERA ENERGY INC COMMON	7,989.	9,132.
NOBLE CORP	29,163.	24,176.
PPL CORP	17,951.	19,123.
SEALED AIR CORP	10,650.	8,605.
SYMANTEC CORP	25,200.	23,475.
TEXAS INSTRUMENTS INC	24,609.	29,110.
UNION PACIFIC CORP	22,822.	26,485.
WATERS CORP	13,500.	14,810.
ISHARES SILVER TRUST	2,196.	3,368.
BRISTOL MYERS SQUIBB	3,122.	3,524.
MARATHON OIL CORP	15,226.	14,635.
ORACLE CORP	9,672.	7,695.
PUBLIC SERVICE ENTERPRISE	6,722.	6,602.
SPECTRA ENERGY CORP	10,628.	12,300.
WESTERN UNION CO	8,635.	9,130.
VIACOM CL B	21,369.	22,705.
ISHARES BARCLAYS MBS BD FD	37,005.	37,825.
FREEMPORT-MCMORAN	7,306.	5,519.
CLIFFS NATURAL RES	8,917.	6,235.
SPDR S&P EMERG MKTS	16,170.	14,085.
L-3 COMMUNICATIONS HLDGS	13,236.	13,336.
BLACKROCK INC	7,756.	8,912.
UGI CORP	5,856.	5,880.
LSI CORP	5,959.	5,950.
NATIONAL OILWELL VARCO INC	12,203.	11,898.
	-----	-----
TOTALS	1,868,702.	2,251,804.
	=====	=====

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
AT&T COM GLOBAL 5.5% 2/1/18	24,363.	28,934.
AMER GEN FIN CORP 6% 11/15/14	19,425.	14,232.
BB&T CORP SUB NT 5.2% 12/23/15	25,000.	27,066.
BK AMER CORP NTS 5.35% 2/15/18	24,381.	23,018.
CENTRYTEL INC 5% 2/15/15	10,000.	10,252.
CON EDISON NY 5.55% 4/1/14	25,272.	27,492.
DOW CHEM CO 8.65% 8/15/13		
EATON CORP 4.9% 5/15/13	14,671.	15,814.
GMAC LLC 6% 4/11/11		
HSBC 5.75% 11/15/17	15,000.	15,883.
MERCK 4.75% 3/1/15	34,835.	35,798.
OCCIDENTAL PETE 4.125% 6/1/16	29,925.	33,382.
SHELL INT 4.3% 9/22/19	25,000.	28,846.
TARGET GROUP 6% 1/15/18	15,150.	18,227.
UNION PAC CORP 5.125% 2/15/14	24,938.	26,910.
VERIZON 5.5% 2/15/18	48,020.	58,841.
VERIZON PENN 5.65% 11/15/11		
COMPUTER SCIENCE CORP 6.5% 3/1	22,200.	19,619.
DELL INC NT 5.65% 4/15/18	17,701.	18,493.
DELMARVA PR & LT 5% 6/1/15	26,673.	26,627.
PITNEY BOWES GMED NTS 4.75% 5/	25,764.	24,675.
WAL MART STORES 3.25% 10/25/20	50,213.	53,114.
INTL PAPER 5.5% 01/15/14	32,189.	32,053.
DELL 2.3% 09/10/2015	19,800.	20,478.
WRIGLEY SR NT 4.65% 7/15/15	31,630.	31,641.
VODAFONE GRP PLC 3.375% 11/24/	5,137.	5,289.
RYDER SYSTEM INC 5.85% 11/1/16	27,723.	28,632.
NUCOR 4.125% 9/15/22	24,781.	26,857.
CHESAPEAKE & POT TEL CO MD 8%	29,438.	30,419.

THE S. MASON COLE JR AND LULA P. COLE CHARITA

26-6779458

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
WYETH 5.95% 4/01/37	27,610.	32,138.
	-----	-----
TOTALS	676,839.	714,730.
	=====	=====

THE S. MASON COLE JR AND LULA P. COLE CHARITA

26-6779458

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----

LOT 3 MAP 23A, KILMARNOCK VA	C	210,000.	209,400.
------------------------------	---	----------	----------

TOTALS

		210,000.	209,400.
		=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

ADJ DUE TO ROUNDING

4.

TOTAL

4.

=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

ADJ FOR 2011 PUR ACCR INT CARRY OVER TO 2012	110.
ADJ FOR STATE TAXES PD AS DEBT FOR Y/E 12/2006	964.
ADJ FOR MAINTENANCE TO REAL PROPERTY	2,895.

TOTAL	3,969.
	=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: CHESAPEAKE TRUST COMPANY

SHERRI L. CLOUSER,

ADDRESS: P. O. BOX 1419

KILMARNOCK, VA 22482

TELEPHONE NUMBER: (804)435-4246

THE S. MASON COLE JR AND LULA P. COLE CHARITA

26-6779458

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

CHESAPEAKE TRUST COMPANY

ADDRESS:

P. O. BOX 1419

KILMARNOCK, VA 22482

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION 36,473.

TOTAL COMPENSATION:

36,473.

=====

RECIPIENT NAME:
KILMARNOCK LANCASTER VOLUNTEER
RESCUE SQUAD
ADDRESS:
P O BOX 333
KILMARNOCK, VA 22482
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
RAPPAHANNOCK GENERAL HOSPITAL
FOUNDATION
ADDRESS:
101 HARRIS ROAD
KILMARNOCK, VA 22482
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MEDICAL
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 21,000.

RECIPIENT NAME:
LANCASTER COMMUNITY LIBRARY
ADDRESS:
235 SCHOOL STREET
KILMARNOCK, VA 22482
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

RAPPAHANNOCK ART LEAGUE

ADDRESS:

19 NORTH MAIN STREET

KILMARNOCK, VA 22482

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

NORTHERN NECK FREE HEALTH CLINIC

ADDRESS:

P O BOX 1694

KILMARNOCK, VA 22482

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

MEDICAL

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

NORTHERN NECK POWER AND SAIL SQUADR

C/O HELEN KELLY, COMMANDER

ADDRESS:

P O BOX 245

KILMARNOCK, VA 22482

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
WESTMORELAND PLAYERS
ADDRESS:
P. O. BOX 253
CALLAO, VA 22435
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
MOBJACK BAY POWER SQUADRON
C/O COMMANDER ROBERT LEBOEUF
ADDRESS:
1411 WILTON CREEK
KILMARNOCK, VA 22482
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
NORTHERN NECK APVA
C/O ELIZABETH WOLF, DIRECTOR
ADDRESS:
P O BOX 339
WARSAW, VA 22572
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

PARTNERS FOR LANCASTER COUNTY
SCHOOLS FDN

ADDRESS:

P. O. BOX 144
IRVINGTON, VA 22480

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATIONAL

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

P. T. ATKINSON MUSEUM AT HAMPDEN
SYDNEY COLLEGE

ADDRESS:

COLLEGE ROAD
FARMVILLE, VA 23901

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

BOYS AND GIRLS CLUB OF THE
NORTHERN NECK

ADDRESS:

P O BOX 564
KILMARNOCK, VA 22482

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

INTERFAITH COUNCIL
C/O JEANNIE KING

ADDRESS:

P. O. BOX 868
KILMARNOCK, VA 22482

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

ANIMAL WELFARE LEAGUE
C/O JUDY HARVELL

ADDRESS:

P O BOX 975
WHITE STONE, VA 22578

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

RAPPAHANNOCK FOUNDATION
FOR THE ARTS

ADDRESS:

P. O. BOX 459
KILMARNOCK, VA 22482

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
NORTHERN NECK FOOD BANK
ADDRESS:
P. O. BOX 93
WHITE STONE, VA 22578
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
KILMARNOCK VOLUNTEER FIRE DEPT
ADDRESS:
P. O. BOX 1295
KILMARNOCK, VA 22482
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
HOSPICE SUPPORT SERVICES OF
NORTHERN NECK
ADDRESS:
P. O. BOX 262
WARSAW, VA 22572
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
THE RWC FOUNDATION
ADDRESS:
132 LANCASTER DRIVE
IRVINGTON, VA 22480
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
NATIONAL CASA ASSN
ADDRESS:
100 WEST HARRISON STREET, SUITE 500
SEATTLE, WA 98119
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
LANCASTER PLAYERS
ADDRESS:
PO BOX 731
WHITE STONE, VA 22578
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

RAPPAHANNOCK COMMUNITY COL
EDUCATIONAL FDN

ADDRESS:

P.O. BOX 923
WARSAW, VA 22572

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

SHIRLEY PERKINS MEMORIAL FUND
FOR ANIMALS

ADDRESS:

810 GRIFFINS LANDING RD
LANCASTER, VA 22503

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,000.

TOTAL GRANTS PAID:

201,000.

=====

RENT AND ROYALTY SUMMARY

=====

PROPERTY -----	TOTAL INCOME -----	DEPLETION/ DEPRECIATION -----	OTHER EXPENSES -----	ALLOWABLE NET INCOME -----
RESIDENCE- BAY WALK	2,200.		2,610.	-410.
	-----	-----	-----	-----
TOTALS	2,200.		2,610.	-410.
	=====	=====	=====	=====

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No. 1545-0092

2011

Name of estate or trust

THE S. MASON COLE JR AND LULA P. COLE CHARITA

Employer identification number

26-6779458

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					50.
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b				1b	-2,981.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet				4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►				5	-2,931.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					17.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b				6b	37,433.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				8	
9 Capital gain distributions				9	
10 Gain from Form 4797, Part I				10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet				11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►				12	37,450.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

	(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		-2,931.
14 Net long-term gain or (loss):			
a Total for year	14a		37,450.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c 28% rate gain	14c		9,675.
15 Total net gain or (loss). Combine lines 13 and 14a	15		34,519.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	()
a The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,300	24		
25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25		
26 Subtract line 25 from line 24	26		
27 Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (15)		30	
31 Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)		31	
32 Add lines 30 and 31		32	
33 Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)		33	
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)		34	

Schedule D (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

THE S. MASON COLE JR AND LULA P. COLE CHARITA

26-6779458

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 300. GAMESTOP CORP	09/24/2009	01/03/2011	6,922.00	7,892.00	-970.00
30000. FHLB 5 .25% 1/4/18	01/26/2009	01/04/2011	30,000.00	31,692.00	-1,692.00
200. AUTODESK	05/20/2009	01/28/2011	7,964.00	4,002.00	3,962.00
100. AUTOMATIC DATA PROCES	01/29/2009	01/28/2011	4,786.00	3,712.00	1,074.00
450. CVS/CAREMARK CORP	04/27/2006	01/28/2011	15,637.00	18,958.00	-3,321.00
250. CISCO SYSTEMS INC	04/27/2006	01/28/2011	5,220.00	7,005.00	-1,785.00
250. DRESSER-RAND GROUP IN	12/01/2009	01/28/2011	11,147.00	7,532.00	3,615.00
300. GENERAL ELECTRIC CO	01/29/2009	01/28/2011	6,045.00	3,851.00	2,194.00
250. HARRIS CORP DEL	01/29/2009	01/28/2011	11,592.00	10,845.00	747.00
200. ILLINOIS TOOL WORKS I	04/27/2006	01/28/2011	10,920.00	10,484.00	436.00
250. INTEL CORP	04/27/2006	01/28/2011	5,367.00	5,870.00	-503.00
250. JOHNSON & JOHNSON	04/27/2006	01/28/2011	15,020.00	16,888.00	-1,868.00
200. SEI INVESTMENTS CO.	12/01/2009	01/28/2011	4,546.00	3,534.00	1,012.00
200. SOUTHERN COMPANY	05/14/2009	01/28/2011	7,540.00	5,723.00	1,817.00
150. VERIZON COMMUNICATION	07/13/2006	01/28/2011	5,336.00	5,223.00	113.00
150. DRESSER-RAND GROUP IN	12/01/2009	03/04/2011	7,902.00	4,311.00	3,591.00
10000. GMAC LLC 6% 4/11/11	04/27/2006	04/01/2011	10,000.00	7,925.00	2,075.00
300. GAMESTOP CORP	12/01/2009	04/19/2011	7,956.00	7,385.00	571.00
25000. VERIZON PENNSYLVANI 11/15/11	04/26/2006	04/27/2011	25,718.00	24,551.00	1,167.00
25000. FFCB 4.85% 05/02/18	01/08/2010	05/02/2011	25,000.00	25,592.00	-592.00
50. ABBOTT LABS	04/09/2009	05/18/2011	2,689.00	2,173.00	516.00
200. CLOROX CO DEL	01/29/2009	05/18/2011	14,056.00	10,118.00	3,938.00
250. INTEL CORP	04/27/2006	05/18/2011	5,967.00	5,870.00	97.00
250. ISHARES SILVER TRUST	04/01/2010	05/18/2011	8,515.00	4,392.00	4,123.00
100. JOHNSON & JOHNSON	04/27/2006	05/18/2011	6,645.00	6,755.00	-110.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

Employer identification number

26-6779458

[illegible]

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	37,433.00
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Schedule D-1 (Form 1041) 2011