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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 01-01-2011 , and ending 12-31-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
TESCO FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
2001 MAYWILL STREET NO 100

City or town, state, and ZIP code
RICHMOND, VA 23230

A Employer identification number
27-2314595

B Telephone number (see page 10 of the instructions)
(804) 327-7520

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 4,957,892

J Accounting method ☒ Cash ☐ Accrual

☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	65,500			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	1,504,511	84,206		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-80,450			
	b Gross sales price for all assets on line 6a _____ 5,662,859				
	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				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,780	1,780		
	12 Total. Add lines 1 through 11	1,491,341	85,986		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	1,915	958		957
	b Accounting fees (attach schedule).	5,000	2,500		2,500
	c Other professional fees (attach schedule)	14,992	14,992		0
	17 Interest	9,842	1,083		0
	18 Taxes (attach schedule) (see page 14 of the instructions)	116,575	112		12
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	16,437	1,628		30
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	164,761	21,273		3,499
	25 Contributions, gifts, grants paid	268,051			268,051
	26 Total expenses and disbursements. Add lines 24 and 25	432,812	21,273		271,550
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,058,529			
	b Net investment income (if negative, enter -0-)		64,713		
	c Adjusted net income (if negative, enter -0-) . . .				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		14,881	16,881
	2	Savings and temporary cash investments	123,596	461,107	441,107
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,134,450	0	0
	c	Investments—corporate bonds (attach schedule).	0	744,608	731,474
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	4,130,150	4,059,368	3,768,430
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,388,196	5,279,964	4,957,892
	17	Accounts payable and accrued expenses	57,271		
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	57,271	0	
		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	5,330,925	5,279,964	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	5,330,925	5,279,964	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,388,196	5,279,964	

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	5,330,925
2	Enter amount from Part I, line 27a	2	1,058,529
3	Other increases not included in line 2 (itemize) ▶ _____	3	168
4	Add lines 1, 2, and 3	4	6,389,622
5	Decreases not included in line 2 (itemize) ▶ _____	5	1,109,658
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,279,964

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)
1 a	PUBLICLY TRADED SECURITIES			
b	CAPITAL GAINS DIVIDENDS	P		
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 5,470,914		5,743,309	-272,395
b 191,945			191,945
c			
d			
e			

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			-272,395
b			191,945
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	-80,450
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	269,267	4,649,565	0 057912
2009			
2008			
2007			
2006			

2 Total of line 1, column (d).	2	0 057912
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 057912
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	5,427,747
5 Multiply line 4 by line 3.	5	314,332
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	647
7 Add lines 5 and 6.	7	314,979
8 Enter qualifying distributions from Part XII, line 4.	8	271,550

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	1,294
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	1,294
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	1,294
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	360	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	2,750	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	3,110
8		Enter any penalty for underpayment of estimated tax Check here ☐ 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	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	1,812
11		Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 1,812	Refunded ☐	11	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 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		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		No
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ 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	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of BARBARA B UKROP Telephone no (804) 327-7520 Located at 2001 MAYWILL STREET NO 100 RICHMOND VA ZIP +4 23230			
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		
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	Yes	No
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		
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		No
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 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES E UKROP	DIRECTOR	0	0	0
4306 SULGRAVE ROAD	0 50			
RICHMOND,VA 23221				
BARBARA B UKROP	PRESIDENT	0	0	0
4306 SULGRAVE ROAD	0 50			
RICHMOND,VA 23221				
ROBERT S UKROP	SECRETARY	0	0	0
6024 ST ANDREWS LANE	0 50			
RICHMOND,VA 23226				
JOSEPH E UKROP	DIRECTOR	0	0	0
4828 GROVE AVENUE	0 50			
RICHMOND,VA 23220				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	3,347,337
b	Average of monthly cash balances.	1b	1,030,700
c	Fair market value of all other assets (see page 24 of the instructions).	1c	1,132,366
d	Total (add lines 1a, b, and c).	1d	5,510,403
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	5,510,403
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	82,656
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,427,747
6	Minimum investment return. Enter 5% of line 5.	6	271,387

Part XI

Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	271,387
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	1,294
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	468,423
c	Add lines 2a and 2b.	2c	469,717
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	0
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	0
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	0

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	271,550
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	271,550
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	271,550
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				0
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 20__, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				144,855
f Total of lines 3a through e.	144,855			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 271,550				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				0
e Remaining amount distributed out of corpus	271,550			
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	416,405			
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 page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	416,405			
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . .				
c Excess from 2009. . . .				
d Excess from 2010. . . .				144,855
e Excess from 2011. . . .				271,550

Part XIVPrivate Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a

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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a

The name, address, and telephone number of the person to whom applications should be addressed

BARBARA B UKROP
4306 SULGRAVE ROAD
RICHMOND, VA 23230
(804) 340-4094

b

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

APPLICATIONS SHOULD BE IN WRITTEN FORM AND APPLICANTS SHOULD BE QUALIFIED SECTION 501(C)(3) ORGANIZATIONS. A COPY OF THE IRS LETTER DETERMINING CHARITABLE TAX-EXEMPT STATUS SHOULD BE ATTACHED. THE ORGANIZATION'S CHARITABLE PURPOSE SHOULD BE CLEARLY STATED.

c

Any submission deadlines

APPLICATIONS ARE ACCEPTED YEAR-AROUND

d

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

GRANTS ARE LIMITED TO QUALIFIED SECTION 501(C)(3) ORGANIZATIONS THAT ARE DESCRIBED IN SECTIONS 509 (A)(1), (2)OR (3) AS PUBLICLY SUPPORTED ORGANIZATIONS

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 Additional Data Table				
Total			3a	268,051
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2011)

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.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge			
	*****		2012-06-12	*****
	Signature of officer or trustee		Date	Title
	Preparer's Signature ▶ MICHAEL P STRAUS		Date	Check if self-employed ☒ PTIN P00160489
Paid Preparer's Use Only	Firm's name ▶ WITT MARES PLC		Firm's EIN ▶ 54-1184709	
	3957 WESTERRE PARKWAY SUITE 220			
	Firm's address ▶ RICHMOND, VA 23233		Phone no (804) 323-0022	

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☐ No

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2011

Name of organization TESCO FOUNDATION	Employer identification number 27-2314595
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule—

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization TESCO FOUNDATION	Employer identification number 27-2314595
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Part I

Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	THE UKROP FOUNDATION 2001 MAYWILL STREET SUITE 100 RICHMOND, VA 23230	\$ 65,500	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization TESCO FOUNDATION	Employer identification number 27-2314595
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Part II Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____

Name of organization TESCO FOUNDATION	Employer identification number 27-2314595
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ➤ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

Additional Data

Software ID:
Software Version:
EIN: 27-2314595
Name: TESCO FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
A GRACE PLACE ADULT CARE CENTER8030 STAPLES MILL ROAD RICHMOND,VA 23228	NONE	PUBLIC CHARITY	OPERATIONS	2,000
A M P METRO RICHMOND3502 SEMINARY AVENUE RICHMOND,VA 23227	NONE	PUBLIC CHARITY	OPERATIONS	500
AFRICAN AMERICAN REPERTORY THEATER OF VIRGINIAPO BOX 23157 RICHMOND,VA 23223	NONE	PUBLIC CHARITY	OPERATIONS	1,500
ALZHEIMER'S ASSOCIATION4600 COX ROAD SUITE 130 GLEN ALLEN,VA 23060	NONE	PUBLIC CHARITY	OPERATIONS	4,500
AMERICAN HEART ASSOCIATION 4217 PARK PLACE CT GLEN ALLEN,VA 23060	NONE	PUBLIC CHARITY	OPERATIONS	1,000
AMERICAN RED CROSS420 E CARY STREET RICHMOND,VA 23219	NONE	PUBLIC CHARITY	OPERATIONS	1,500
ANNA JULIA COOPER EPISCOPAL SCHOOL1716 N 22ND STREET RICHMOND,VA 23223	NONE	PUBLIC CHARITY	OPERATIONS	4,500
ART 1800 E 4TH STREET STUDIO 1 RICHMOND,VA 23224	NONE	PUBLIC CHARITY	OPERATIONS	1,000
ASKPO BOX 17184 RICHMOND,VA 23226	NONE	PUBLIC CHARITY	OPERATIONS	125
BETH SHOLOM HOME OF VIRGINIA1600 JOHN ROLFE PARKWAY RICHMOND,VA 23238	NONE	PUBLIC CHARITY	OPERATIONS	1,000
BETTER HOUSING COALITIONPO BOX 12117 RICHMOND,VA 23241	NONE	PUBLIC CHARITY	OPERATIONS	1,500
BLACK HISTORY MUSEUMPO BOX 61052 RICHMOND,VA 23261	NONE	PUBLIC CHARITY	OPERATIONS	1,500
BLUE SKY FUNDPPO BOX 8108 RICHMOND,VA 23223	NONE	PUBLIC CHARITY	OPERATIONS	1,500
BOLLING HAXALL HOUSE211 EAST FRANKLIN STREET RICHMOND,VA 23219	NONE	PUBLIC CHARITY	OPERATIONS	10,250
BOYS & GIRLS CLUBS OF METRO RICHMOND5511 STAPLES MILL ROAD RICHMOND,VA 23228	NONE	PUBLIC CHARITY	OPERATIONS	1,000
C3 INC201 WEST 7TH STREET RICHMOND,VA 23224	NONE	PUBLIC CHARITY	OPERATIONS	125
CAMPUS CRUSADE FOR CHRIST 651 TAYLOR DRIVE XENIA,OH 45385	NONE	PUBLIC CHARITY	OPERATIONS	1,000
CAPITAL REGION LAND COPO BOX 17306 RICHMOND,VA 23226	NONE	PUBLIC CHARITY	OPERATIONS	250
CARING VOICE COALITION8052 ELM DR MECHANICSVILLE,VA 23111	NONE	PUBLIC CHARITY	OPERATIONS	1,000
CENTER STAGE600 E GRACE STREET RICHMOND,VA 23219	NONE	PUBLIC CHARITY	OPERATIONS	9,000
CHILDREN'S HOME SOCIETY4200 FITZHUGH AVENUE RICHMOND,VA 23230	NONE	PUBLIC CHARITY	OPERATIONS	500
CHILDSAVERS200 N 22ND ST RICHMOND,VA 23223	NONE	PUBLIC CHARITY	OPERATIONS	500
CHRISTOPHER NEWPORT UNIVERSITY1 UNIVERSITY PLACE NEWPORT NEWS,VA 23606	NONE	PUBLIC CHARITY	OPERATIONS	5,000
CIRCLECENTER4900 WEST MARSHALL STREET RICHMOND,VA 23230	NONE	PUBLIC CHARITY	OPERATIONS	1,000
COLLEGE OF WILLIAM AND MARY PO BOX 8795 WILLIAMSBURG,VA 23187	NONE	PUBLIC CHARITY	OPERATIONS	1,500
COMMONWEALTH CATHOLICPO BOX 6565 RICHMOND,VA 23230	NONE	PUBLIC CHARITY	OPERATIONS	-2,000
COMMONWEALTH PUBLIC23 SESAME STREET RICHMOND,VA 23235	NONE	PUBLIC CHARITY	OPERATIONS	1,500
COMMUNITIES IN SCHOOLS2922 W MARSHALL STREET RICHMOND,VA 23230	NONE	PUBLIC CHARITY	OPERATIONS	1,800
COUNCIL FOR AMERICAN'S1321 EAST MAIN STREET RICHMOND,VA 23219	NONE	PUBLIC CHARITY	OPERATIONS	1,500
CRATER COMMUNITY HOSPICE 804 WEST ROSLYN ROAD COLONIAL HEIGHTS,VA 23834	NONE	PUBLIC CHARITY	OPERATIONS	1,000

Form 990PF Part XV Line 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				
CROSSOVER MINISTRY108 COWARDIN AVENUE RICHMOND,VA 23224	NONE	PUBLIC CHARITY	OPERATIONS	1,000
CULTUREWORKS INC1906 A NORTH HAMILAN STREET RICHMOND,VA 23230	NONE	PUBLIC CHARITY	OPERATIONS	2,500
DARDEN ANNUAL FUNDPO BOX 6550 CHARLOTTESVILLE,VA 22906	NONE	PUBLIC CHARITY	OPERATIONS	2,500
DAVIDSON COLLEGEBOX 7171 DAIVDSON,NC 28035	NONE	PUBLIC CHARITY	OPERATIONS	5,000
DRIVE TO WORKPO BOX 14526 RICHMOND,VA 23221	NONE	PUBLIC CHARITY	OPERATIONS	500
FAMILY LIFELINE2325 W BROAD STREET RICHMOND,VA 23220	NONE	PUBLIC CHARITY	OPERATIONS	500
FEEDMORE INC1415 RHOADMILLER STREET RICHMOND,VA 23220	NONE	PUBLIC CHARITY	OPERATIONS	250
FIRST THINGS FIRST5200 GROVE AVENUE RICHMOND,VA 23226	NONE	PUBLIC CHARITY	OPERATIONS	6,500
FOCUS RICHMOND410 N RIDGE ROAD SUITE 220 RICHMOND,VA 23229	NONE	PUBLIC CHARITY	OPERATIONS	500
FRIENDS ASSOCIATION FOR CHILDREN1004 ST JOHN STREET RICHMOND,VA 23220	NONE	PUBLIC CHARITY	OPERATIONS	2,500
FRIENDS OF HOLLYWOOD412 S CHERRY STREET RICHMOND,VA 23220	NONE	PUBLIC CHARITY	OPERATIONS	500
FRIENDS OF JAMES RIVER203 GOVENOR STREET SUITE 306 RICHMOND,VA 23219	NONE	PUBLIC CHARITY	OPERATIONS	1,000
GATEWAY HOMES11901 REEDY BRANCH ROAD CHESTERFIELD,VA 23838	NONE	PUBLIC CHARITY	OPERATIONS	125
GLEN ALLEN CULTURAL ARTS CENTER2800 MOUNTAIN ROAD GLEN ALLEN,VA 23060	NONE	PUBLIC CHARITY	OPERATIONS	2,575
GOODWILL OF RICHMOND6301 MIDLOTHIAN TURNPIKE RICHMOND,VA 23225	NONE	PUBLIC CHARITY	OPERATIONS	1,500
GREATER RICHMOND AQUATIC 5050 RIDGEDALE PARKWAY RICHMOND,VA 23234	NONE	PUBLIC CHARITY	OPERATIONS	500
HIGHER ACHIEVEMENT - RICHMONDPO BOX 7019 RICHMOND,VA 23221	NONE	PUBLIC CHARITY	OPERATIONS	3,000
HISTORIC PETERSBURG FOUNDATIONPO BOX 691 RICHMOND,VA 23804	NONE	PUBLIC CHARITY	OPERATIONS	1,000
HISTORIC RICHMOND FOUNDATION4 E MAIN STREET RICHMOND,VA 23219	NONE	PUBLIC CHARITY	OPERATIONS	6,800
HOMEWARD1125 COMMERCE RICHMOND,VA 23224	NONE	PUBLIC CHARITY	OPERATIONS	1,500
HOSPICE OF VIRGINIA7231 FOREST AVE RICHMOND,VA 23226	NONE	PUBLIC CHARITY	OPERATIONS	1,000
HOSPITAL HOSPITALITY HOUSE 612 E MARSHALL STREET RICHMOND,VA 23219	NONE	PUBLIC CHARITY	OPERATIONS	500
J SARGENT REYNOLDS COMMUNITY COLLEGEPO BOX 85622 RICHMOND,VA 23285	NONE	PUBLIC CHARITY	OPERATIONS	1,000
JAMES RIVER WRITERS320 HULL STREET RICHMOND,VA 23224	NONE	PUBLIC CHARITY	OPERATIONS	500
JEWISH FAMILY SERVICES6718 PATTERSON AVE RICHMOND,VA 23226	NONE	PUBLIC CHARITY	OPERATIONS	1,000
JUNIOR ACHIEVEMENT OF CENTRAL VA4600 COX ROAD GLEN ALLEN,VA 23060	NONE	PUBLIC CHARITY	OPERATIONS	3,000
JUNIOR LEAGUE OF RICHMOND 205 W FRANKLIN STREET RICHMOND,VA 23220	NONE	PUBLIC CHARITY	OPERATIONS	500
LEADERSHIP METRO RICHMOND 108 E GRACE STREET RICHMOND,VA 23219	NONE	PUBLIC CHARITY	OPERATIONS	2,000
LEWIS GINTER BOTANICAL GARDEN1800 LAKESIDE AVENUE RICHMOND,VA 23228	NONE	PUBLIC CHARITY	OPERATIONS	1,500
LIBRARY OF VA FOUNDATION800 E BROAD STREET RICHMOND,VA 23219	NONE	PUBLIC CHARITY	OPERATIONS	1,000

Form 990PF Part XV Line 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				
MAYMONT FOUNDATION1700 HAMPTON STREET RICHMOND,VA 23220	NONE	PUBLIC CHARITY	OPERATIONS	2,700
MCV FOUNDATION1228 EAST BROAD STREET PO BOX 980234 RICHMOND,VA 23298	NONE	PUBLIC CHARITY	OPERATIONS	5,000
OLDER DOMINION PARTNERSHIP 8400 MEADOWBRIDGE ROAD MECHANICSVILLE,VA 23116	NONE	PUBLIC CHARITY	OPERATIONS	5,000
PARTNERSHIP FOR SMARTER GROWTH2319 E BROAD STREET RICHMOND,VA 23223	NONE	PUBLIC CHARITY	OPERATIONS	3,000
PETER PAUL DEVELOPMENT CENTER1708 N 22ND STREET RICHMOND,VA 23223	NONE	PUBLIC CHARITY	OPERATIONS	1,750
PHYSICIANS FOR PEACE500 W MAIN STREET SUITE 900 NORFOLK,VA 23510	NONE	PUBLIC CHARITY	OPERATIONS	750
PIEDMONT ENVIRONMENTALPO BOX 460 WARRENTON,VA 20188	NONE	PUBLIC CHARITY	OPERATIONS	1,500
RAIL SOLUTIONPO BOX 2 MAUERTOWN,VA 22644	NONE	PUBLIC CHARITY	OPERATIONS	250
RICHARD BLAND COLLEGE FOUNDATION11301 JOHNSON ROAD PETERSBURG,VA 23805	NONE	PUBLIC CHARITY	OPERATIONS	1,000
RICHMOND 2015 INCPO BOX 754 RICHMOND,VA 23218	NONE	PUBLIC CHARITY	OPERATIONS	50,000
RICHMOND BALLET407 EAST CANAL STREET RICHMOND,VA 23219	NONE	PUBLIC CHARITY	OPERATIONS	1,000
RICHMOND BOYS CHOIR200 S THIRD STREET RICHMOND,VA 23219	NONE	PUBLIC CHARITY	OPERATIONS	1,000
RICHMOND CASA103 E GRACE STREET RICHMOND,VA 23219	NONE	PUBLIC CHARITY	OPERATIONS	500
RICHMOND HILL2209 E GRACE STREET RICHMOND,VA 23223	NONE	PUBLIC CHARITY	OPERATIONS	3,000
RICHMOND HISTORY CENTER1015 EAST CLAY STREET RICHMOND,VA 23219	NONE	PUBLIC CHARITY	OPERATIONS	3,250
RICHMOND POLICE FOUNDATION 200 W GRACE STREET RICHMOND,VA 23220	NONE	PUBLIC CHARITY	OPERATIONS	1,500
RICHMOND'S FUTUREPO BOX 842533 RICHMOND,VA 23284	NONE	PUBLIC CHARITY	OPERATIONS	5,000
RPS EDUCATION FOUNDATION 301 NORTH 9TH STREET 17TH FLOOR RICHMOND,VA 23219	NONE	PUBLIC CHARITY	OPERATIONS	2,500
SALVATION ARMY2500 WEST BROAD STREET RICHMOND,VA 23220	NONE	PUBLIC CHARITY	OPERATIONS	2,500
SCIENCE MUSEUM OF VIRGINIA PO BOX 11624 RICHMOND,VA 23230	NONE	PUBLIC CHARITY	OPERATIONS	1,500
SENIOR CONNECTIONS24 E CARY STREET RICHMOND,VA 23219	NONE	PUBLIC CHARITY	OPERATIONS	1,000
SENIOR NAVIGATOR600 E MAIN STREET RICHMOND,VA 23219	NONE	PUBLIC CHARITY	OPERATIONS	2,500
SORENSEN INSTITUTE FOR POLITICAL LEADERSHIPPO BOX 400206 CHARLOTTESVILLE,VA 22904	NONE	PUBLIC CHARITY	OPERATIONS	500
SPORTSBACKERS100 AVENUE OF CHAMPIONS SUITE 300 RICHMOND,VA 23230	NONE	PUBLIC CHARITY	OPERATIONS	1,000
ST ANDREWS SCHOOL227 SOUTH CHERRY ST RICHMOND,VA 23220	NONE	PUBLIC CHARITY	OPERATIONS	1,500
ST CATHERINE'S SCHOOL6001 GROVE AVENUE RICHMOND,VA 23226	NONE	PUBLIC CHARITY	OPERATIONS	17,000
ST CHRISTOPHER'S SCHOOL711 SAINT CHRISTOPHERS ROAD RICHMOND,VA 23226	NONE	PUBLIC CHARITY	OPERATIONS	12,500
ST JAMES EPISCOPAL CHURCH 1205 W FRANKLIN STREET RICHMOND,VA 23220	NONE	PUBLIC CHARITY	OPERATIONS	5,976
ST JAMES'S CHILDREN'S CENTER 1205 W FRANKLIN STREET RICHMOND,VA 23220	NONE	PUBLIC CHARITY	OPERATIONS	2,250
ST JOHN'S CHURCH FOUNDATION 2319 E BROAD STREET RICHMOND,VA 23223	NONE	PUBLIC CHARITY	OPERATIONS	125

Form 990PF Part XV Line 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				
THE DAILY PLANET INC517 W GRACE STREET RICHMOND,VA 23220	NONE	PUBLIC CHARITY	OPERATIONS	-500
THE FAISON SCHOOL1701 BYRD AVENUE RICHMOND,VA 23230	NONE	PUBLIC CHARITY	OPERATIONS	250
THE HEALING PLACE700 DINWIDDIE AVENUE RICHMOND,VA 23224	NONE	PUBLIC CHARITY	OPERATIONS	2,500
THE HERMITAGE1600 WESTWOOD AVENUE RICHMOND,VA 23227	NONE	PUBLIC CHARITY	OPERATIONS	1,000
THE PODIUM FOUNDATION320 HULL STREET SUITE 153 RICHMOND,VA 23224	NONE	PUBLIC CHARITY	OPERATIONS	1,000
TULANE UNIVERSITY6823 ST CHARLES AVENUE NEWORLEANS,LA 70118	NONE	PUBLIC CHARITY	OPERATIONS	1,500
UNITED WAY2001 MAYWILL STREET SUITE 201 RICHMOND,VA 23230	NONE	PUBLIC CHARITY	OPERATIONS	10,000
VCU MASSEY CANCER CENTER401 COLLEGE STREET RICHMOND,VA 23298	NONE	PUBLIC CHARITY	OPERATIONS	2,750
VIRGINIA 211108 E MAIN STREET RICHMOND,VA 23219	NONE	PUBLIC CHARITY	OPERATIONS	10,000
VIRGINIA ORGANIZING703 CONCORD AVENUE CHARLOTTESVILLE,VA 22903	NONE	PUBLIC CHARITY	OPERATIONS	2,000
VIRGINIA SPORTS HALL OF FAME PO BOX 370 PORTSMOUTH,VA 23705	NONE	PUBLIC CHARITY	OPERATIONS	250
VIRGINIA VOICEPO BOX 15546 RIMOND,VA 23227	NONE	PUBLIC CHARITY	OPERATIONS	1,000
VISUAL ARTS CENTER1812 WEST MAIN STREET RICHMOND,VA 23220	NONE	PUBLIC CHARITY	OPERATIONS	1,000
VMFA200 NORTH BOULEVARD RICHMOND,VA 23220	NONE	PUBLIC CHARITY	OPERATIONS	1,000
WESTMINSTER CANTERBURY1600 WESTBROOK AVENUE RICHMOND,VA 23227	NONE	PUBLIC CHARITY	OPERATIONS	1,500
WINE TO WATER783 WEST KING STREET BOONE,NC 28607	NONE	PUBLIC CHARITY	OPERATIONS	750
WORLD PEDIATRIC PROJECT7201 GLEN FOREST DRIVE SUITE 304 RICHMOND,VA 23226	NONE	PUBLIC CHARITY	OPERATIONS	500
YMCA OF GREATER RICHMOND2 WEST FRANKLIN STREET RICHMOND,VA 23220	NONE	PUBLIC CHARITY	OPERATIONS	2,700
UKROPS HOMESTYLE FOODS EDUCATIONAL FOUNDATION2001 MAYWILL STREET SUITE 100 RICHMOND,VA 23230	NONE	PUBLIC CHARITY	OPERATIONS	500
FAN FREE CLINICPO BOX 6477 RICHMOND,VA 23230	NONE	PUBLIC CHARITY	CHECK ISSUED IN 2010 BUT VOIDED IN 2011	-500
HOME AGAINPO BOX 5222 RICHMOND,VA 23220	NONE	PUBLIC CHARITY	CHECK ISSUED IN 2010 BUT VOIDED IN 2011	-500
FREEDOM HOUSE1201 HULL STREET RICHMOND,VA 23224	NONE	PUBLIC CHARITY	CHECK ISSUED IN 2010 BUT VOIDED IN 2011	-5,000
THE HEALING PLACE700 DINWIDDIE AVENUE RICHMOND,VA 23224	NONE	PUBLIC CHARITY	CHECK ISSUED IN 2010 BUT VOIDED IN 2011	-5,000
WILLIAM BYRD COMMUNITY CENTER224 S CHERRY RICHMOND,VA 23218	NONE	PUBLIC CHARITY	CHECK ISSUED IN 2010 BUT VOIDED IN 2011	-1,000
GOOD SAMARITAN MINISTRIES 2307 S HULL STREET RICHMOND,VA 23224	NONE	PUBLIC CHARITY	CHECK ISSUED IN 2010 BUT VOIDED IN 2011	-1,000
VIRGINIA SUPPORTIVE HOUSING PO BOX 8585 RICHMOND,VA 23226	NONE	PUBLIC CHARITY	CHECK ISSUED IN 2010 BUT VOIDED IN 2011	-5,000
Total  3a				268,051

TY 2011 Accounting Fees Schedule

Name: TESCO FOUNDATION

EIN: 27-2314595

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,000	2,500		2,500

**TY 2011 Investments Corporate
Bonds Schedule****Name:** TESCO FOUNDATION**EIN:** 27-2314595

Name of Bond	End of Year Book Value	End of Year Fair Market Value
JPM SHORT DURATION BOND FD-SEL	377,421	374,998
JPM TR I INFL MANAGED BD-SEL	94,361	92,855
BLACKROCK HIGH YIELD BOND	272,826	263,621

TY 2011 Investments Corporate
Stock Schedule

Name: TESCO FOUNDATION
EIN: 27-2314595

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COVIDIEN PLC	0	0
UTI WORLDWIDE INC.	0	0
GOLAR LNG LTD, BERMUDA-USD	0	0
WILLIS GROUP HOLDINGS, PLC	0	0
A G F MANAGEMENT LTD FD CL B	0	0
ALERE INC	0	0
AUTONATION INC	0	0
AVID TECHNOLOGY INC	0	0
BANK OF HAWAII CORP	0	0
BIO-RAD LABORATORIES INC CL A	0	0
BLACK HILLS CORP	0	0
H & R BLOCK INC	0	0
BROADRIDGE FINANCIAL SOLUTIONS	0	0
CA INC	0	0
CORELOGIC INC	0	0
CYMER INC	0	0
DUNDEE CORP INC CL A	0	0
EASTMAN KODAK CO	0	0
FIRST AMERICAN FINANCIAL CORP	0	0
FIRST FINL HLDGS INC	0	0
GLACIER BANCORP INC	0	0
HEALTH MGMT ASSOC INC CL A	0	0
HEWLETT PACKARD CO	0	0
IMATION CORP	0	0
INTERNATIONAL GAME TECHONLOGY	0	0
LEGG MASON, INC	0	0
MENTOR GRAPHICS INC	0	0
MINE SAFETY APPLIANCES CO	0	0
MOTOROLA INC DE	0	0
NATIONAL FUEL GAS CO	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NORTHERN TRUST CO	0	0
NOVELLUS SYS INC	0	0
OMNICARE INC	0	0
PROGRESS SOFTWARE CORP	0	0
QUALCOMM INC	0	0
QUANTUM CORP DLT & STORAGE	0	0
RAYMOND JAMES FINANCIAL CORP	0	0
SPRINT NEXTEL CORP	0	0
SUFFOLK BANCORP	0	0
SYMANTEC CORP	0	0
TIBCO SOFTWARE INC	0	0
TRIUMPH GROUP INC	0	0
ULTRA PETROLEUM COPR-CAD	0	0
UNIVERSAL HEALTH SERVICES INC CLASS B	0	0
VALEANT PHARMACEUTICALS INTERNATIONAL INC	0	0
WAL-MART STORES INC	0	0
JOHN WILEY & SONS INC CL A	0	0
ZIMMER HOLDINGS INC	0	0
APPLE INC	0	0
BMC SOFTWARE	0	0
BERKSHIRE HATHAWAY INC.	0	0
BLACKROCK INC.	0	0
CVS CAREMARK CORP	0	0
CHEVRON CORP	0	0
CISCO SYS INC	0	0
CONOCOPHILLIPS COM	0	0
DANAHER CORP	0	0
DARDEN RESTAURANTS INC COM	0	0
EMC CORP MASS COM	0	0
FREEPORT-MCMORAN COPPER & GOLD INC	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GILEAD SCIENCES INC.	0	0
GOOGLE INC CL A	0	0
JPMORGAN CHASE & CO	0	0
JOHNSON & JOHNSON COM	0	0
LABORATORY CORP AMER HLDS COM NEW	0	0
LOCKHEED MARTIN CORP COM	0	0
LOWES COS INC	0	0
MCKESSON CORP COM	0	0
MEDCO HEALTH DOLUTIONS	0	0
METLIFE INC	0	0
MICROSOFT CORP	0	0
NATIONAL-OILWELL INC	0	0
NUCOR CORP COM	0	0
ORACLE CORP	0	0
O REILLY AUTOMOTIVE INC.	0	0
PEPSICO INC	0	0
PROCTER & GAMBLE CO	0	0
ROYCE VALUE SERVICES	0	0
SOUTHERN CO COM	0	0
STERICYCLE INC. COM	0	0
TARGET CORP COM	0	0
TEVA PHARMACEUTICAL INDS LTD	0	0
UNION PAC CORP	0	0
VERIZON COMMUNICATIONS INC.	0	0
WALMART STORES INC	0	0

TY 2011 Investments - Other Schedule

Name: TESCO FOUNDATION
EIN: 27-2314595

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LEGG MASON OPPORT TR CL C	AT COST	0	0
LEGG MASON VALUE TRUST FD CL C	AT COST	0	0
DYNAMIS ENERGY FUND	AT COST	0	0
TS&W EQUITY PORTFOLIO FUND	AT COST	0	0
AMANA GROWTH FUND	AT COST	0	0
BLACKROCK EQUITY DIVIDEND FUND CLASS A	AT COST	0	0
CMG TR MUT FD	AT COST	0	0
HARBOR FD INTL FD INST #2011	AT COST	0	0
IVY ASSET STRATEGY FUND CLASS A	AT COST	0	0
PERKINS SMALL CAP VALUE FUND	AT COST	0	0
LAZARD EMERGING MARKETS PORTFOLIO	AT COST	0	0
THORNBURG INTERNATIONAL VALUE FUND CLASS A	AT COST	0	0
DOMINION RES INC VA	AT COST	0	0
GOLDMAN SACHS GROUP INC	AT COST	0	0
VANGUARD BD INDEX FD INC SHORT TERM	AT COST	0	0
LOOMIS SAYLES BOND FUND	AT COST	0	0
MORGAN STANLEY DEAN WITTER & CO	AT COST	0	0
VANGUARD TOTAL BOND MARKET INDEX FUND	AT COST	0	0
BARC CONT BUDD EQ SPX	AT COST	35,000	33,803
GS CONT BUFF EQ SPX	AT COST	55,000	58,791
GS CONT BUFF EQ SPX	AT COST	55,000	51,508
HARTFORD CAPITAL APPRECIATION FUND	AT COST	106,991	90,104
HSBC CONT BUFF EQ SPX	AT COST	35,000	34,577
HSBC CONT BUFF EQ SPX	AT COST	50,000	53,910
HSBC MARKET PLUS SPX	AT COST	50,000	52,210
MANNING & NAPIER FUND INC	AT COST	90,820	88,430
PROFESSIONALLY MANAGED PORTFOLIOS	AT COST	199,977	184,636
SPDR S&P 500 ETF TRUST	AT COST	147,225	144,827
ISHARES S&P MIDCAP 400 INDEX FUND	AT COST	171,654	161,290
JPM MARKET EXPANSION INDEX FD-SEL	AT COST	169,755	149,841
BARC BREN EAFE	AT COST	55,000	52,509
DODGE & COX INTERNATIONAL STOCK	AT COST	107,062	84,977
JPM BREN EAFE	AT COST	35,000	31,206
JPM BREN EAFE	AT COST	55,000	48,868
JPM BREN EAFE	AT COST	55,000	56,243
JPM INTL VALUE FD-SEL	AT COST	102,547	88,629
ABERDEEN ASIA PACIFIC EX JAPAN	AT COST	277,303	226,364
BNP BREN ASIA BASKET	AT COST	35,000	30,125
BNP BREN ASIA BASKET	AT COST	55,000	45,310
TRANSAMERICA FDS	AT COST	161,832	119,855
VANGUARD MSCI EMERGING MARKETS ETF	AT COST	59,179	48,527
ARBITRAGE FUNDS - I	AT COST	157,072	156,311
EATON VANCE MUT FDS TR	AT COST	264,480	257,401
JPM RESEARCH MARKET NEUTRAL FD-SEL	AT COST	144,397	137,979
JPM REALTY INCOME FD-INSTL	AT COST	53,301	54,584
BARC BREN COMMODITY BSKT	AT COST	50,000	50,522
JPM GSCI BRENT CRUDE CPN NOTE	AT COST	35,000	35,907
POWERSHARES DB COMMODITY INDEX	AT COST	98,051	90,827
SPDR GOLD TRUST	AT COST	60,067	51,221
PAYDEN HIGH INCOME FUND	AT COST	213,439	208,454
EATON VANCE MUT FDS TR	AT COST	192,969	188,226
VANGUARD FI SECS F INTR TRM CP PT	AT COST	378,282	375,015
BARC 95% PPN FX BASKET	AT COST	25,129	23,703
DB BREN ASIA BASKET	AT COST	40,000	33,912
BAR 95% PP SMIT BASKET	AT COST	40,122	38,376
JPM INTL CURRENCY INCOME FD	AT COST	91,109	84,435
DREYFUS/LAUREL FDS TR	AT COST	51,605	45,017

TY 2011 Legal Fees Schedule

Name: TESCO FOUNDATION

EIN: 27-2314595

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,915	958		957

TY 2011 Other Decreases Schedule**Name:** TESCO FOUNDATION**EIN:** 27-2314595

Description	Amount
UNREALIZED DEPRECIATION OF DYNAMIS	1,109,656
ROUNDING	2

TY 2011 Other Expenses Schedule**Name:** TESCO FOUNDATION**EIN:** 27-2314595

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER DEDUCTIONS - DYNAMIS	14,531	1,598		0
BANK CHARGES	60	30		30
PENALTIES	1,846	0		0

TY 2011 Other Income Schedule

Name: TESCO FOUNDATION

EIN: 27-2314595

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS INCOME	1,780	1,780	1,780

TY 2011 Other Increases Schedule**Name:** TESCO FOUNDATION**EIN:** 27-2314595

Description	Amount
TAX EXEMPT INTEREST INCOME	168

TY 2011 Other Professional Fees Schedule

Name: TESCO FOUNDATION

EIN: 27-2314595

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	14,992	14,992		0

TY 2011 Taxes Schedule**Name:** TESCO FOUNDATION**EIN:** 27-2314595

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	99	99		0
TAXES AND LICENSES	116,476	13		12