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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 , and ending

Name of foundation
Memorial Foundation for Children

A Employer identification number
54-0536103

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
SunTrust Bank

B Telephone number (see instructions)
804-782-7114

City or town, state, and ZIP code
Richmond VA 23261-6665

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 14,124,742

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 ▶ ☒ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	524,693	524,693		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	773,796			
	b	Gross sales price for all assets on line 6a 15,076,783				
	7	Capital gain net income (from Part IV, line 2)		773,796		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	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	1,298,489	1,298,489	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) Stmt 1	850	850		
	c	Other professional fees (attach schedule) Stmt 2	48,578	48,578		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) Stmt 3	42,183			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	720	720		
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att. sch) Stmt 4	150	150		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	92,481	50,298	0	0
	25	Contributions, gifts, grants paid	671,850			671,850
	26	**Total expenses and disbursements.** Add lines 24 and 25	764,331	50,298	0	671,850
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	534,158			
	b	**Net investment income** (if negative, enter -0-)		1,248,191		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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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	662	812	812
	2	Savings and temporary cash investments	442,308	278,027	278,027
	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 (att. schedule) ▶			
		Less: allowance for doubtful accounts ▶ 0			
	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) See Stmt 5	13,085,083	13,783,372	13,845,903
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	13,528,053	14,062,211	14,124,742
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)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	13,528,053	14,062,211	
	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 instructions)	13,528,053	14,062,211	
	31	**Total liabilities and net assets/fund balances** (see instructions)	13,528,053	14,062,211	

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	13,528,053
2	Enter amount from Part I, line 27a	2	534,158
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	14,062,211
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	14,062,211

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo., day, yr)
1a	See attached schedule	P	Various	Various
b	Litigation claims	P	Various	Various
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	15,066,286		14,302,987	763,299
b	10,497			10,497
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				763,299
b				10,497
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	773,796
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	773,796

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	642,700	14,239,669	0.045134
2009	717,902	12,791,457	0.056124
2008	834,507	15,656,852	0.053300
2007	660,600	17,676,310	0.037372
2006	673,642	16,247,386	0.041462

2	**Total** of line 1, column (d)	2	0.233392
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	0.046678
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	14,877,157
5	Multiply line 4 by line 3	5	694,436
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	12,482
7	Add lines 5 and 6	7	706,918
8	Enter qualifying distributions from Part XII, line 4	8	671,850

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	24,964
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	24,964
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	24,964
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	22,880		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	22,880
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	2,084
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be. **Credited to 2012 estimated tax** ▶ Refunded ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation. ▶ $ ____ **(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.	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ n/a

14 The books are in care of ▶ Jean L. Oakey Telephone no. ▶ 804-358-1150
3800 Patterson Avenue
Located at ▶ Richmond VA ZIP+4 ▶ 23221

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly).			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? N/A	1c		
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 instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ 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)?	N/A	5b	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870		6b	X (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?	N/A	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (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 attached list	Director 1.00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶

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 Memorial Foundation for Children makes grants to qualifying charitable organizations and does not directly carry on any charitable activities.	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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	14,529,767
b	Average of monthly cash balances	1b	573,946
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	15,103,713
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	15,103,713
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	226,556
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,877,157
6	**Minimum investment return.** Enter 5% of line 5	6	743,858

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	743,858
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 24,964		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	24,964
3	Distributable amount before adjustments Subtract line 2c from line 1	3	718,894
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	718,894
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	718,894

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	671,850
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	671,850
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	671,850

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				718,894
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			646,831	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 671,850				
a Applied to 2010, but not more than line 2a			646,831	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				25,019
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				693,875
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see 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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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:

Memorial Foundation for Children 804-782-7114
c/o SunTrust Bank Richmond VA 23261-6665

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

See Statement 6

c Any submission deadlines:

May 31

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

See Statement 7

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
See attached schedule				671,650
St. Stephen's Church 6000 Grove Avenue Richmond VA 23226	none	public	General	200
Total			▶ 3a	671,850
b Approved for future payment				
N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	524,693	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	773,796	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		1,298,489	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,298,489

(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)
N/A	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

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

Jean L. Oakey, Treasurer 5/4/12 Treasurer

Signature of officer or trustee Date Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
Malcolm L. Wells	M L Wells CPA	05/04/12	
Firm's name ▶ Wells, Coleman & Company, L.L.P.		PTIN	
Firm's address ▶ 3800 Patterson Ave Richmond, VA 23221-2034		Firm's EIN ▶	
		Phone no 804-358-1150	

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Tax preparation fees	$ 850	$ 850	$	$
Total	$ 850	$ 850	$ 0	$ 0

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Investment management fees	$ 48,578	$ 48,578	$	$
Total	$ 48,578	$ 48,578	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Federal excise tax	$ 42,183	$	$	$
Total	$ 42,183	$ 0	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
Miscellaneous	150	150		
Total	$ 150	$ 150	$ 0	$ 0

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Publicly traded securities	$ 13,085,083	$ 13,783,372	Cost	$ 13,845,903
Total	$ 13,085,083	$ 13,783,372		$ 13,845,903

Federal Statements

Statement 6 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
Applicants should request in writing a packet containing grant forms and a list of information required.

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
May 31

Statement 7 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
Donees must be charities described in IRC Section 501(c)(3) assissting in child education or support.

SUNTRUST

SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
		SALES			
04/08/11	424.552	ADVISORS CAMBIAR SMALL CAP-I	8,300.00	8,079.23-	220.77
07/19/11	226.788	ADVISORS CAMBIAR SMALL CAP-I	4,250.00	4,315.78-	65.78-
09/02/11	2,014.833	ADVISORS CAMBIAR SMALL CAP-I	32,600.00	37,612.69-	5,012.69-
12/02/11	2,912.58	ADVISORS CAMBIAR SMALL CAP-I	50,475.00	53,063.29-	2,588.29-
		TOTAL ADVISORS CAMBIAR SMALL CAP-I	95,625.00	103,070.99-	7,445.99-
VARIOUS	2,017,931.81	FEDERATED MMKT PRIME OBLIG-I #10 FFS	2,017,931.81	2,017,931.81-	0.00
08/09/11	2,494.09	FEDERATED STRATEGIC VALUE-I	10,550.00	11,572.53-	1,022.53-
09/02/11	36,993.464	FEDERATED STRATEGIC VALUE-I	169,800.00	171,643.60-	1,843.60-
12/02/11	26,061.572	FEDERATED STRATEGIC VALUE-I	122,750.00	121,142.65-	1,607.35
		TOTAL FEDERATED STRATEGIC VALUE-I	303,100.00	304,358.78-	1,258.78-
VARIOUS	866,235.8	FEDERATED TRSY OBLIG MM-I #68 FFS	866,235.80	866,235.80-	0.00
02/24/11	2,341.683	GOLDMAN SACHS GROWTH OPPTYS-I	58,425.00	45,263.87-	13,161.13
04/08/11	628.599	GOLDMAN SACHS GROWTH OPPTYS-I	16,375.00	12,150.59-	4,224.41
09/02/11	6,169.121	GOLDMAN SACHS GROWTH OPPTYS-I	138,250.00	122,237.85-	16,012.15
12/02/11	3,338.99	GOLDMAN SACHS GROWTH OPPTYS-I	78,700.00	66,456.89-	12,243.11
		TOTAL GOLDMAN SACHS GROWTH OPPTYS-I	291,750.00	246,109.20-	45,640.80
09/02/11	5,840.552	HARBOR CAP APPRECIATION-I	215,750.00	195,483.76-	20,266.24
12/02/11	3,572.561	HARBOR CAP APPRECIATION-I	135,150.00	120,704.75-	14,445.25
		TOTAL HARBOR CAP APPRECIATION-I	350,900.00	316,188.51-	34,711.49

SunTrust

SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

MEMORIAL FDN FOR CHILDREN
ACCOUNT NO. 7016263 01/01/11 THROUGH 12/31/11

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
04/08/11	637.78	HARTFORD DIVIDEND & GROWTH-Y	13,100.00	11,873.72-	1,226.28
09/02/11	5,618.147	HARTFORD DIVIDEND & GROWTH-Y	102,475.00	104,858.75-	2,383.75-
12/02/11	5,161.075	HARTFORD DIVIDEND & GROWTH-Y	96,925.00	96,163.22-	761.78
		TOTAL HARTFORD DIVIDEND & GROWTH-Y	212,500.00	212,895.69-	395.69-
02/24/11	1,085.339	INVESCO SMALL CAP GROWTH-I	34,275.00	32,614.44-	1,660.56
04/08/11	559.425	INVESCO SMALL CAP GROWTH-I	18,875.00	16,810.72-	2,064.28
07/19/11	11,666.384	INVESCO SMALL CAP GROWTH-I	385,223.99	350,574.84-	34,649.15
		TOTAL INVESCO SMALL CAP GROWTH-I	438,373.99	400,000.00-	38,373.99
02/28/11	41	ISHARES TR BARCLAYS TIPS BD ETF	4,405.80	4,257.03-	148.77
04/12/11	14	ISHARES TR BARCLAYS TIPS BD ETF	1,521.23	1,453.62-	67.61
06/01/11	2,524	ISHARES TR BARCLAYS TIPS BD ETF	279,701.28	262,066.92-	17,634.36
		TOTAL ISHARES TR BARCLAYS TIPS BD ETF	285,628.31	267,777.57-	17,850.74
03/29/11	12,501.464	JANUS PERKINS SMALL CAP VALUE-I	312,786.63	243,596.08-	69,190.55
04/08/11	1,563.662	JPMORGAN TR I US EQUITY-I	16,825.00	13,917.97-	2,907.03
07/19/11	152,873.208	JPMORGAN TR I US EQUITY-I	1,609,754.88	1,361,408.55-	248,346.33
		TOTAL JPMORGAN TR I US EQUITY-I	1,626,579.88	1,375,326.52-	251,253.36
04/08/11	2,714.681	LEGG MASON BATTERYMRC EMRG MKTS-I	68,600.00	49,781.02-	18,818.98
09/02/11	1,427.589	LEGG MASON BATTERYMRC EMRG MKTS-I	31,150.00	27,065.32-	4,084.68
12/02/11	3,548.346	LEGG MASON BATTERYMRC EMRG MKTS-I	70,825.00	67,640.83-	3,184.17
		TOTAL LEGG MASON BATTERYMRC EMRG MKTS-I	170,575.00	144,487.17-	26,087.83

SUNTRUST

SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

MEMORIAL FDN FOR CHILDREN
ACCOUNT NO. 7016263

01/01/11 THROUGH 12/31/11

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
09/02/11	2,941.729	MANNING & NAPIER WORLD OPPTYS-A	23,475.00	25,769.21-	2,294.21-
10/19/11	5,582.781	MANNING & NAPIER WORLD OPPTYS-A	42,150.00	48,859.89-	6,709.89-
12/02/11	4,859.06	MANNING & NAPIER WORLD OPPTYS-A	36,200.00	42,525.96-	6,325.96-
		TOTAL MANNING & NAPIER WORLD OPPTYS-A	101,825.00	117,155.06-	15,330.06-
04/08/11	1,066.666	MFS RESEARCH INTL-I	17,600.00	12,729.04-	4,870.96
07/19/11	1,180.858	MFS RESEARCH INTL-I	19,000.00	14,091.75-	4,908.25
09/02/11	6,024.236	MFS RESEARCH INTL-I	90,725.00	72,197.76-	18,527.24
12/02/11	3,991.567	MFS RESEARCH INTL-I	56,800.00	49,804.35-	6,995.65
		TOTAL MFS RESEARCH INTL-I	184,125.00	148,822.90-	35,302.10
10/19/11	990.888	NEUBERGER BERMAN HIGH INCOME BD-I	8,700.00	8,899.83-	199.83-
12/02/11	4,088.334	NEUBERGER BERMAN HIGH INCOME BD-I	36,100.00	36,717.49-	617.49-
		TOTAL NEUBERGER BERMAN HIGH INCOME BD-I	44,800.00	45,617.32-	817.32-
04/08/11	308.962	PIMCO INVT GRADE CORP BD-I	3,275.00	3,253.43-	21.57
08/09/11	5,004.656	PIMCO INVT GRADE CORP BD-I	53,750.00	52,947.37-	802.63
10/19/11	12,698.565	PIMCO INVT GRADE CORP BD-I	132,700.00	134,467.59-	1,767.59-
12/02/11	7,219.315	PIMCO INVT GRADE CORP BD-I	75,875.00	76,447.51-	572.51-
		TOTAL PIMCO INVT GRADE CORP BD-I	265,600.00	267,115.90-	1,515.90-
04/08/11	47.801	PIMCO LOW DURATION-I	500.00	497.13-	2.87
08/09/11	3,321.36	PIMCO LOW DURATION-I	34,675.00	34,547.82-	127.18
10/19/11	5,988.824	PIMCO LOW DURATION-I	61,625.00	62,318.53-	693.53-
12/02/11	5,281.553	PIMCO LOW DURATION-I	54,400.00	54,957.64-	557.64-
		TOTAL PIMCO LOW DURATION-I	151,200.00	152,321.12-	1,121.12-

SUNTRUST

SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

MEMORIAL FDN FOR CHILDREN
ACCOUNT NO. 7016263

01/01/11 THROUGH 12/31/11

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
02/24/11	171,731.302	PIMCO TOTAL RETURN-I	1,859,850.00	1,876,986.61-	17,136.61-
04/08/11	423.923	PIMCO TOTAL RETURN-I	4,625.00	4,633.12-	8.12-
07/19/11	10,936.933	PIMCO TOTAL RETURN-I	120,525.00	119,540.23-	984.77
08/09/11	2,323.049	PIMCO TOTAL RETURN-I	25,600.00	25,391.99-	208.01
10/19/11	8,939.535	PIMCO TOTAL RETURN-I	96,100.00	97,977.89-	1,877.89-
12/02/11	4,133.457	PIMCO TOTAL RETURN-I	44,600.00	45,300.12-	700.12-
		TOTAL PIMCO TOTAL RETURN-I	2,151,300.00	2,169,829.96-	18,529.96-
04/08/11	1,339.352	RIDGEWORTH FD-LARGECAP VAL EQTY#RGD4	18,175.00	14,962.65-	3,212.35
10/19/11	21,350.672	RIDGEWORTH FD-LARGECAP VAL EQTY#RGD4	254,500.00	249,100.34-	5,399.66
12/02/11	7,561.324	RIDGEWORTH FD-LARGECAP VAL EQTY#RGD4	92,475.00	88,218.70-	4,256.30
		TOTAL RIDGEWORTH FD-LARGECAP VAL EQTY#RGD4	365,150.00	352,281.69-	12,868.31
07/19/11	1,823.448	RIDGEWORTH FD-LTD MTG SECS #RGCM	19,675.00	19,275.82-	399.18
08/09/11	2,256.152	RIDGEWORTH FD-LTD MTG SECS #RGCM	24,750.00	23,851.28-	898.72
10/19/11	8,478.162	RIDGEWORTH FD-LTD MTG SECS #RGCM	93,175.00	90,035.46-	3,139.54
12/02/11	2,425.136	RIDGEWORTH FD-LTD MTG SECS #RGCM	26,725.00	25,757.85-	967.15
		TOTAL RIDGEWORTH FD-LTD MTG SECS #RGCM	164,325.00	158,920.41-	5,404.59
02/24/11	5,642.164	RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	69,850.00	54,950.74-	14,899.26
04/08/11	1,185.027	RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	15,275.00	11,550.36-	3,724.64
07/19/11	47,322.794	RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	568,819.97	461,647.69-	107,172.28
		TOTAL RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	653,944.97	528,148.79-	125,796.18
07/19/11	1,098.655	RIDGEWORTH FD-SEIX FLT HGH INCM#RGCJ	9,800.00	9,952.37-	152.37-
08/09/11	1,600.345	RIDGEWORTH FD-SEIX FLT HGH INCM#RGCJ	13,875.00	14,495.96-	620.96-
09/02/11	14,073.099	RIDGEWORTH FD-SEIX FLT HGH INCM#RGCJ	120,325.00	127,439.03-	7,114.03-

SUNTRUST

SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

MEMORIAL FDN FOR CHILDREN
ACCOUNT NO. 7016263

01/01/11 THROUGH 12/31/11

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
10/19/11	282.964	RIDGEWORTH FD-SEIX FLT HGH INCM#RGCJ	2,425.00	2,561.70-	136.70-
12/02/11	2,523.202	RIDGEWORTH FD-SEIX FLT HGH INCM#RGCJ	21,750.00	22,834.29-	1,084.29-
		TOTAL RIDGEWORTH FD-SEIX FLT HGH INCM#RGCJ	168,175.00	177,283.35-	9,108.35-
02/24/11	37,621.528	RIDGEWORTH FD-SEIX HIGH YIELD #RGCL	379,225.00	354,480.40-	24,744.60
04/08/11	323.617	RIDGEWORTH FD-SEIX HIGH YIELD #RGCL	3,275.00	3,053.53-	221.47
07/19/11	265	RIDGEWORTH FD-SEIX HIGH YIELD #RGCL	2,650.00	2,503.64-	146.36
08/09/11	22,876.419	RIDGEWORTH FD-SEIX HIGH YIELD #RGCL	219,613.62	216,209.52-	3,404.10
		TOTAL RIDGEWORTH FD-SEIX HIGH YIELD #RGCL	604,763.62	576,247.09-	28,516.53
02/24/11	69,583.734	RIDGEWORTH FD-TOTAL RETURN BD #RGCP	722,975.00	722,893.61-	81.39
07/19/11	20,037.7	RIDGEWORTH FD-TOTAL RETURN BD #RGCP	212,600.00	208,198.40-	4,401.60
08/09/11	10,062.212	RIDGEWORTH FD-TOTAL RETURN BD #RGCP	109,175.00	104,558.56-	4,616.44
10/19/11	31,464.809	RIDGEWORTH FD-TOTAL RETURN BD #RGCP	344,225.00	329,669.85-	14,555.15
12/02/11	11,715.328	RIDGEWORTH FD-TOTAL RETURN BD #RGCP	128,400.00	122,777.52-	5,622.48
		TOTAL RIDGEWORTH FD-TOTAL RETURN BD #RGCP	1,517,375.00	1,488,097.94-	29,277.06
12/02/11	5,680.437	T ROWE PRICE INSTL LARGE-CAP GRWTH-I	93,500.00	92,875.14-	624.86
02/16/11	15,082.373	T ROWE PRICE REAL ESTATE FD	277,666.49	246,090.07-	31,576.42
04/08/11	1,037.463	TEMPLETON GLOBAL BD-ADV	14,400.00	14,005.22-	394.78
08/09/11	2,697.802	TEMPLETON GLOBAL BD-ADV	36,825.00	36,644.62-	180.38
09/02/11	2,413.043	TEMPLETON GLOBAL BD-ADV	33,300.00	32,777.69-	522.31
12/02/11	4,013.312	TEMPLETON GLOBAL BD-ADV	51,250.00	54,096.84-	2,846.84-
		TOTAL TEMPLETON GLOBAL BD-ADV	135,775.00	137,524.37-	1,749.37-

SUNTRUST

SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

MEMORIAL FDN FOR CHILDREN
ACCOUNT NO. 7016263

01/01/11 THROUGH 12/31/11

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
04/08/11	715.79	THE JENSEN PORTFOLIO-I	20,400.00	17,852.20-	2,547.80
07/19/11	5,352.815	THE JENSEN PORTFOLIO-I	150,200.00	133,559.87-	16,640.13
10/19/11	39,976.034	THE JENSEN PORTFOLIO-I	1,044,174.01	995,264.64-	48,909.37
		TOTAL THE JENSEN PORTFOLIO-I	1,214,774.01	1,146,676.71-	68,097.30
		TOTAL SALES	15,066,285.51	14,302,985.94-	763,299.57
		FREE DELIVERIES			
08/03/11	1	AES CORP CL-ACT	0.00	1.00-	1.00-
		TOTAL DELIVERIES	0.00	1.00-	1.00-
		TOTAL INVESTMENTS SOLD / MATURED / DISTRIBUTED	15,066,285.51	14,302,986.94-	763,298.57

THE REALIZED GAIN/LOSS NOTED ABOVE IS BASED ON THE FEDERAL TAX COST VALUE OF THE POSITION SOLD, NOT THE ADJUSTED BOOK VALUE.

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2011-2012

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	Louise Mauck
POLICY/BYLAWS	Archer Minardi, Chair
	Phyllis Galanti
	Mary Spain

May 2011- March 2012

Organization	Recommended Amount
Anna Julia Cooper Episcopal School 1716 N 22nd Street Richmond, VA 23223	$30,000.00
Association for the Support of Children with Cancer (ASK) P. O. Box 17184 Richmond, VA 23226	$30,000.00
Better Housing Coalition P.O. Box 12117 Richmond, VA 23241	$10,000 00
Blue Sky Fund (formerly Philadelphos Mentoring Fund) P. O. Box 8108 Richmond, VA 23223	$10,000.00
Boys & Girls Clubs of Metro Richmond 5511 Staples Mill Road Richmond, VA 23228	$30,000.00
CenterStage Foundation 600 East Grace Street, Suite 400 Richmond, VA 23219	$15,000.00
Children's Museum of Richmond 2626 West Broad Street Richmond, VA 23220	$6,800.00
Colonial Williamsburg Foundation P.O. Box 1776 Williamsburg, VA 23187	$14,000.00
Congregation Or Ami 9400 W Huguenot Rd Richmond, VA 23235-2330	$2,500.00
CrossOver Ministry, Inc. 108 Cowardin Avenue Richmond, VA 23220	$25,000.00
Faison School for Autism 1701 Byrd Avenue Richmond, VA 23230	$25,000.00
The First Tee Richmond & Chesterfield 15521 Midlothian Turnpike, Suite 303 Midlothian, VA 23113	$10,000.00

Friends Association for Children 1004 Saint John Street Richmond, VA 23220	$25,000.00
Henley Street Theatre Company Po Box 7265 Richmond, VA 23221-0265	$7,850.00
Henrico CASA 14th District Juvenile & Domestic Relations Court 3001 Hungry Spring Road, Suite A Henrico, VA 23228	$15,000.00
Higher Achievement Program Inc 1419 W. Main St Richmond, VA 23220	$10,000.00
Legal Aid Justice Center 1000 Preston Avenue, Suite A Charlottesville, VA 22903	$10,000.00
Little League Baseball Inc (Richmond Little League) PO Box 18331 Richmond, VA 23226	$10,000.00
Maymont Foundation 1700 Hampton Street Richmond, VA 23220	$20,000.00
Miracle Flights For Kids 2764 N Green Valley Pkwy Ste 115 Henderson, NV 89014-2120	$2,000.00
Neighborhood Resource Center 1519 Williamsburg Road Richmond, VA 23231	$25,000.00
The New Community School 4211 Hermitage Road Richmond, VA 23227-3718	$15,000.00
Northstar Academy 8055 Shrader Road Richmond, VA 23294	$10,000.00
Positive Vibe Cafe' 2825 Hathaway Road Richmond, VA 23225	$22,000.00

Richmond Ballet 407 East Canal Street Richmond, VA 23219	$10,000.00
Richmond Boys Choir 200 S. Third Street Richmond, VA 23219	$25,000.00
Richmond Peace Education Center 400 W 32Nd St Richmond, VA 23225-3428	$10,000.00
The Science Museum of Virginia Foundation P.O. Box 11624 Richmond, VA 23230	$10,000.00
Scottish Rite Childhood Language Center 4202 Hermitage Road Richmond, VA 23227-3755	$10,000.00
SPARC 2106-A N Hamilton Street Richmond, VA 23230	$15,000.00
Sportable Richmond Adaptive Sports And Recreation Inc 1365 Overbrook Road Room 2 Richmond, VA 23220-1405	$10,000.00
Sports Backers 100 Avenue of Champions Suite 300 Richmond, VA 23230	$25,000.00
Saint Thomas' Day School 3602 Hawthorne Avenue Richmond, VA 23222	$10,000.00
Saint Andrew's School 227 South Cherry Street Richmond, VA 23220	$9,500.00
St. James's Children's Center 1205 West Franklin Street Richmond, VA 23220	$10,000.00
Saint John's Church Foundation 2319 E. Broad Street Richmond, VA 23261-6665	$7,500.00

The Steward School 11600 Gayton Road Richmond, VA 23238-3423	$15,000.00
Theatre IV 114 West Broad Street Richmond, VA 23220	$10,000.00
United Way (Raising Readers) 2001 Maywill Street P.O. Box 11807 Richmond, VA 23230-8007	$10,000.00
The Valentine Richmond History Center (The Valentine Museum) 1015 E Clay Street Richmond, VA 23219-1527	$7,500.00
Virginia Home for Boys & Girls 8716 W. Broad Street Richmond, VA 23294	$20,000.00
Virginia Institute of Pastoral Care 2000 Bremo Road Suite 105 Richmond, VA 23226	$12,000.00
The Virginia League for Planned Parenthood 3415 Floyd Avenue Richmond, VA 23221	$15,000.00
Volunteer Emergency Families for Children P O Box 35074 Richmond, VA 23235	$20,000.00
YWCA of Richmond 6 N. 5th Street Richmond, VA 23219	$30,000 00
Total	**$671,650.00**