Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: THE MARY MORTON PARSONS FOUNDATION

A Employer identification number: 54-1530891

Number and street (or P O box number if mail is not delivered to street address): 901 EAST CARY STREET, ONE JAMES CENTER — Room/suite: 1404

B Telephone number: (804)780-2000

City or town, state, and ZIP code: RICHMOND, VA 23219-4037

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 84,783,001.

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

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

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

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	1,648,639.	1,648,639.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,699,347.			
	b	Gross sales price for all assets on line 6a 31,230,373.				
	7	Capital gain net income (from Part IV, line 2)		1,699,347.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	29,631.	29,631.		STATEMENT 2
	12	**Total.** Add lines 1 through 11	3,377,617.	3,377,617.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	58,219.	58,219.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	19,300.	19,300.		0.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 4	26,679.	5,179.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	297,016.	297,016.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	401,214.	379,714.		0.
	25	Contributions, gifts, grants paid	4,427,134.			4,427,134.
	26	**Total expenses and disbursements.** Add lines 24 and 25	4,828,348.	379,714.		4,427,134.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<1,450,731.>			
	b	**Net investment income** (if negative, enter -0-)		2,997,903.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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123501 12-02-11 LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	4,688,295.	649,406.	649,406.
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U.S. and state government obligations STMT 8	6,273,647.	838,247.	838,247.
b Investments - corporate stock STMT 9	70,424,490.	66,450,323.	66,450,323.
c Investments - corporate bonds STMT 10	6,886,324.	12,314,325.	12,314,325.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 11	0.	4,503,045.	4,503,045.
14 Land, buildings, and equipment: basis ▶ 13,033.			
Less accumulated depreciation STMT 12 ▶ 2,793.	12,102.	10,240.	10,240.
15 Other assets (describe ▶ STATEMENT 13)	17,415.	17,415.	17,415.
16 **Total assets** (to be completed by all filers)	88,302,273.	84,783,001.	84,783,001.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable	725,000.	925,000.	
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶ STATEMENT 14)	362,816.	325,657.	
23 **Total liabilities** (add lines 17 through 22)	1,087,816.	1,250,657.	
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	87,214,457.	83,532,344.	
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**	87,214,457.	83,532,344.	
31 **Total liabilities and net assets/fund balances**	88,302,273.	84,783,001.	

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	87,214,457.
2 Enter amount from Part I, line 27a	2	<1,450,731.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	53,692.
4 Add lines 1, 2, and 3	4	85,817,418.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	2,285,074.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	83,532,344.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
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				
b				
c				
d				
e	31,230,373.		29,531,026.	1,699,347.

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				
b				
c				
d				
e				1,699,347.

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** 1,699,347.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	3,884,215.	80,381,197.	.048322
2009	3,257,500.	71,447,085.	.045593
2008	4,314,692.	88,219,079.	.048909
2007	4,804,956.	98,752,571.	.048657
2006	4,508,740.	91,169,465.	.049454

2	Total of line 1, column (d)	2	.240935
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	.048187
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	89,328,196.
5	Multiply line 4 by line 3	5	4,304,458.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	29,979.
7	Add lines 5 and 6	7	4,334,437.
8	Enter qualifying distributions from Part XII, line 4	8	4,427,134.

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 ▶ [X] and enter 1% of Part I, line 27b		1	29,979.
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	29,979.
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	29,979.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 38,915.		
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	38,915.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	8,936.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	8,936. **Refunded** ▶	11	0.

Part VII-A | Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
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)*

		Line	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 ▶ AMY NISENSON Telephone no. ▶ 804-780-2035

Located at ▶ 901 E. CARY STREET, SUITE 1404, RICHMOND, VA ZIP+4 ▶ 23219-4037

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

		Line	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)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X
If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THURSTON R. MOORE, ESQ. 901 EAST CARY STREET, SUITE 1404 RICHMOND, VA 23219	PRESIDENT 1.00	0.	0.	0.
CHARLES F. WITTHOEFFT, ESQ. 901 EAST CARY STREET, SUITE 1404 RICHMOND, VA 23219	VICE PRES/SECRETARY 1.00	0.	0.	0.
MRS. PALMER P. GARSON 901 EAST CARY STREET, SUITE 1404 RICHMOND, VA 23219	TREASURER 1.00	0.	0.	0.
MRS. AMY P. NISENSON 901 EAST CARY STREET, SUITE 1404 RICHMOND, VA 23219	EXECUTIVE DIRECTOR 20.00	58,219.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	84,337,847.
b	Average of monthly cash balances	1b	1,808,757.
c	Fair market value of all other assets	1c	4,541,920.
d	**Total** (add lines 1a, b, and c)	1d	90,688,524.
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	90,688,524.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,360,328.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	89,328,196.
6	**Minimum investment return.** Enter 5% of line 5	6	4,466,410.

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	4,466,410.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 29,979.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b: 865.		
c	Add lines 2a and 2b	2c	30,844.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,435,566.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,435,566.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,435,566.

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	4,427,134.
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	4,427,134.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	29,979.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,397,155.

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				4,435,566.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			220,475.	
b Total for prior years: ____, ____, ____		0.		
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	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 4,427,134.				
a Applied to 2010, but not more than line 2a			220,475.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				4,206,659.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				228,907.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
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) N/A

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

AMY NISENSON
901 EAST CARY STREET, SUITE 1404, RICHMOND, VA 232194037

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

LETTER

c Any submission deadlines:

NONE

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

NONE

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	NONE	501(C)(3)	VARIOUS	4,427,134.
Total			▶ 3a	4,427,134.
b *Approved for future payment*				
SEE ATTACHED SCHEDULE	NONE	501(C)(3)	VARIOUS	6,924,500.
Total			▶ 3b	6,924,500.

Form **990-PF** (2011)

123611 12-02-11

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,648,639.	
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			01	29,631.	
8 Gain or (loss) from sales of assets other than inventory			18	1,699,347.	
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.		3,377,617.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 3,377,617.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Amy P. Nisenson 5/10/12 Executive Director

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
THOMAS M. DENSON	TM Denson	5/9/12		P00443600

Firm's name ▶ KEITER,STEPHENS,HURST,GARY & SHREAVES,P — Firm's EIN ▶ 54-1631262

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

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	DAVENPORT - SEE ATTACHED		VARIOUS	VARIOUS
b	DAVENPORT - SEE ATTACHED		VARIOUS	VARIOUS
c	FROM K-1 - EWF PARTNERS II LLC	P	VARIOUS	VARIOUS
d	BRISTOL MYERS		VARIOUS	VARIOUS
e	LUCENT		VARIOUS	VARIOUS
f	BANK OF AMERICA		VARIOUS	VARIOUS
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	11,236,849.		10,825,225.	411,624.
b	19,992,554.		18,409,172.	1,583,382.
c			296,629.	<296,629.>
d	43.			43.
e	239.			239.
f	688.			688.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				411,624.
b				1,583,382.
c				<296,629.>
d				43.
e				239.
f				688.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	1,699,347.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

123591
05-01-11

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
11	GRANTS SOFTWARE	070110	167	84M	43	13,033.			13,033.	931.		1,862.
	* TOTAL 990-PF PG 1 DEPR & AMORT					13,033.		0.	13,033.	931.	0.	1,862.

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

MARY MORTON PARSONS FOUNDATION
GRANTS PAID 2011
FORM 990-PF
EIN:54-1530891

RECIPIENT	PURPOSE	RECIPIENT INDIVIDUAL	FOUNDATION STATUS OF RECIPIENT	AMOUNT
THE JAMES RIVER ASSOCIATION RICHMOND, VA	CAPITAL CAMPAIGN	NA	501(c) (3)	125,000
CIRCLE CENTER ADULT DAY SERVICE RICHMOND, VA	RENOVATIONS TO FACILITY	NA	501(c) (3)	50,000
ST CATHERINE'S SCHOOL RICHMOND, VA	CAPITAL CAMPAIGN	NA	501(c) (3)	100,000
MARY BALDWIN COLLEGE STAUNTON, VA	RENOVATION OF PEARCE SCIENCE CENTER	NA	501(c) (3)	100,000
LONGWOOD COLLEGE FARMVILLE, VA	RENOVATION OF STEVENS-HALL	NA	501(c) (3)	75,000
COLLEGIATE SCHOOL RICHMOND, VA	CAPITAL CAMPAIGN	NA	501(c) (3)	200,000
YMCA OF GREATER RICHMOND RICHMOND, VA	CAPITAL CAMPAIGN	NA	501(c) (3)	150,000
VENTURE RICHMOND RICHMOND, VA	CONSTRUCTION OF 5TH STREET PEDESTRIAN BRIDGE	NA	501(c) (3)	200,000
BETTER HOUSING COALITION RICHMOND, VA	CAPITAL CAMPAIGN	NA	501(c) (3)	300,000
FAISON CENTERS FOR EXCELLENCE RICHMOND, VA	CONSTRUCTION OF THE CENTER FOR LIFE SKILLS	NA	501(c) (3)	150,000
COMMUNITIES IN SCHOOLS OF RICHMOND RICHMOND, VA	TO PURCHASE DATA TRACKING SYSTEM	NA	501(c) (3)	77,300
HOMEWARD RICHMOND, VA	IMPLEMENTATION OF 10-YEAR PLAN	NA	501(c) (3)	50,000
DREAM CATCHERS TOANO, VA	UPGRADING TO THERAPEUTIC RIDING FACILITY	NA	501(c) (3)	48,700
TOTOPOTOMOY ATLEE, VA	PRESERVATION/RESTORATION OF PINE SLASH	NA	501(c) (3)	50,000
TRINITY EPISCOPAL SCHOOL RICHMOND, VA	CAPITAL CAMPAIGN	NA	501(c) (3)	250,000
FRIENDS OF HOLLYWOOD CEMETERY RICHMOND, VA	CAPITAL IMPROVEMENTS	NA	501(c) (3)	100,000
A GRACE PLACE RICHMOND, VA	TO REFURBISH STAPLES MILL FACILITY	NA	501(c) (3)	45,000
ST. CHRISTOPHER'S SCHOOL RICHMOND, VA	CAPITAL CAMPAIGN	NA	501(c) (3)	150,000
VIRGINIA LIVING MUSEUM NEWPORT NEWS, VA	RENOVATIONS TO HORTICULTURAL EDUCATION GREENHOUSE	NA	501(c) (3)	50,000
SAINT BENEDICT CATHOLIC SCHOOL RICHMOND, VA	RENOVATIONS TO FACILITY	NA	501(c) (3)	50,000
MILLER CENTER FOUNDATION CHARLOTTESVILLE, VA	RENOVATIONS TO FAULKNER HOUSE	NA	501(c) (3)	124,000
VIRGINIA FOUNDATION FOR HUMANITIES CHARLOTTESVILLE, VA	BUILD OUT OF "ENCYCLOPEDIA VIRGINIA"	NA	501(c) (3)	75,000
PIEDMONT VIRGINIA COMMUNITY COLLEGE CHARLOTTESVILLE, VA	TO PURCHASE ULTRASOUND PROGRAM EQUIPMENT	NA	501(c) (3)	100,000
HOSPICE OF THE RAPIDAN CULPEPER, VA	CONSTRUCTION OF 10-BED HOSPICE HOUSE	NA	501(c) (3)	100,000
PATRICK HENRY SCHOOL OF SCIENCE AND ARTS RICHMOND, VA	RENOVATIONS TO CAFETORIUM	NA	501(c) (3)	150,000

MARY MORTON PARSONS FOUNDATION
GRANTS PAID 2011
FORM 990-PF
EIN:54-1530891

RECIPIENT	PURPOSE	RECIPIENT INDIVIDUAL	FOUNDATION STATUS OF RECIPIENT	AMOUNT
THE MASONIC THEATRE PRESERVATION FOUNDATION CLIFTON FORGE, VA	PRESERVATION OF HISTORIC THEATRE	NA	501(c) (3)	50,000
NEW LIFE FOR YOUTH RICHMOND, VA	TO EXPAND FACILITY "HOUSE OF HOPE"	NA	501(c) (3)	75,000
CHRISTOPHER NEWPORT UNIVERSITY NEWPORT NEWS, VA	CONSTRUCTION OF CHAPEL	NA	501(c) (3)	75,000
LEWIS GINTER BOTANICAL GARDEN RICHMOND, VA	IMPROVEMENTS TO CENTRAL GARDEN	NA	501(c) (3)	125,000
SPORTABLE RICHMOND, VA	TO PURCHASE EQUIPMENT FOR ADAPTABLE SPORTS PROGRAMS	NA	501(c) (3)	52,800
ART ON WHEELS RICHMOND, VA	TO PURCHASE PROJECT VEHICLE	NA	501(c) (3)	35,000
JACKSON FIELD HOMES JARRATT, VA	ROOFING NEEDS	NA	501(c) (3)	59,334
PARTNERS FOR LANCASTER COUNTY SCHOOLS FOUNDATION IRVINGTON, VA	CONSTRUCTION OF AFFORDABLE RENTAL HOUSING FOR TEACHERS	NA	501(c) (3)	25,000
F.I.R.S.T. CONTRACTORS, INC. RICHMOND, VA	TO PURCHASE EQUIPMENT FOR RECYLCING INITIATIVE	NA	501(c) (3)	25,000
U-TURN, INC RICHMOND, VA	TO PURCHASE PROJECT VAN	NA	501(c) (3)	35,000
VIRGINIA INTERMONT COLLEGE BRISTOL, VA	FACILITY IMPROVEMENTS TO MAIN & WEST HALLS	NA	501(c) (3)	50,000
THE BYRD THEATRE FOUNDATION RICHMOND, VA	RENOVATIONS TO FACILITY	NA	501(c) (3)	50,000
WESTMINSTER CANTERBURY RICHMOND, VA	RENOVATIONS TO FACILITY	NA	501(c) (3)	100,000
GREATER RICHMOND AQUATICS PARTNERSHIP RICHMOND, VA	CONSTRUCTION OF AQUATICS CENTER	NA	501(c) (3)	250,000
CHRYSLER MUSEUM OF ART NORFOLK, VA	CONSTRUCTION OF WORKING GLASS STUDIO	NA	501(c) (3)	200,000
PETERSBURG LIBRARY FOUNDATION PETERSBURG, VA	CAPITAL CAMPAIGN	NA	501(c) (3)	250,000
VIRGINIA HOME RICHMOND, VA	TO PURCHASE A NURSE CALL-SYSTEM	NA	501(c) (3)	100,000
				$ 4,427,134.00

MARY MORTON PARSONS FOUNDATION
GRANTS UNPAID 2011
FORM 990-PF
EIN:54-1530891

RECIPIENT	RECIPIENT INDIVIDUAL	FOUNDATION STATUS OF RECIPIENT	AMOUNT
AMERICAN CIVIL WAR CENTER AT TREDEGAR RICHMOND, VA	NA	501(c) (3)	300,000
ART180 RICHMOND, VA	NA	501(c) (3)	50,000
BLUEFIELD COLLEGE BLUEFIELD, VA	NA	501(c) (3)	50,000
BON SECOURS RICHMOND HEALTHCARE FOUNDATION RICHMOND, VA	NA	501(c) (3)	250,000
BYRD THEATRE FOUNDATION RICHMOND, VA	NA	501(c) (3)	200,000
CARITAS RICHMOND, VA	NA	501(c) (3)	75,000
CHARLES CITY COUNTY LIBRARY CHARLES CITY, VA	NA	501(c) (3)	250,000
CHESAPEAKE BAY FOUNDATION RICHMOND, VA	NA	501(c) (3)	100,000
CHRISTCHURCH SCHOOL CHRISTCHURCH, VA	NA	501(c) (3)	50,000
COLLEGE OF WILLIAM & MARY WILLIAMSBURG, VA	NA	501(c) (3)	300,000
COLONIAL WILLIAMSBURG FOUNDATION WILLIAMSBURG, VA	NA	501(c) (3)	150,000
ELK HILL FARM GOOCHLAND, VA	NA	501(c) (3)	100,000
EMORY & HENRY COLLEGE EMORY, VA	NA	501(c) (3)	100,000
FAISON CENTERS OF EXCELLENCE RICHMOND, VA	NA	501(c) (3)	200,000
FEEDMORE RICHMOND, VA	NA	501(c) (3)	300,000
GEORGE C. MARSHALL FOUNDATION LEXINGTON, VA	NA	501(c) (3)	50,000
HAMPTON UNIVERSITY HAMPTON, VA	NA	501(c) (3)	125,000
HENRICUS FOUNDATION CHESTER, VA	NA	501(c) (3)	200,000
HOUSING OPPORTUNITIES MADE EQUAL RICHMOND, VA	NA	501(c) (3)	100,000
JOHN TYLER COMMUNITY COLLEGE CHESTER, VA	NA	501(c) (3)	100,000
THE LUCY CORR FOUNDATION CHESTERFIELD, VA	NA	501(c) (3)	47,000
MAYMONT FOUNDATION RICHMOND, VA	NA	501(c) (3)	500,000
MILLER SCHOOL OF ALBEMARLE CHARLOTTESVILLE, VA	NA	501(c) (3)	150,000

MARY MORTON PARSONS FOUNDATION
GRANTS UNPAID 2011
FORM 990-PF
EIN:54-1530891

RECIPIENT	RECIPIENT INDIVIDUAL	FOUNDATION STATUS OF RECIPIENT	AMOUNT
MONTPELIER CENTER FOR ARTS & EDUCATION MONTPELIER, VA	NA	501(c) (3)	50,000
MOUNT VERNON MOUNT VERNON, VA	NA	501(c) (3)	500,000
MUSEUM OF THE CONFEDERACY RICHMOND, VA	NA	501(c) (3)	125,000
ORCHARD HOUSE SCHOOL RICHMOND, VA	NA	501(c) (3)	50,000
PATHWAYS VA, INC. PETERSBURG, VA	NA	501(c) (3)	50,000
PARK PLACE SCHOOL NORFOLD, VA	NA	501(c) (3)	10,000
RICHMOND PUBLIC SCHOOLS EDUCATION FOUNDATION RICHMOND, VA	NA	501(c) (3)	100,000
ST. CHRISTOPHER'S SCHOOL RICHMOND, VA	NA	501(c) (3)	350,000
ST. MARGARET'S SCHOOL TAPPAHANNOCK, VA	NA	501(c) (3)	75,000
SWEET BRIAR COLLEGE SWEET BRIAR, VA	NA	501(c) (3)	110,000
THE ABBEY FOUNDATION RICHMOND, VA	NA	501(c) (3)	50,000
THE COMMUNITY FOUNDATION RICHMOND, VA	NA	501(c) (3)	7,500
UNITED NETWORK FOR ORGAN SHARING RICHMOND, VA	NA	501(c) (3)	250,000
VIRGINIA CAPITAL TRAIL FOUNDATION RICHMOND, VA	NA	501(c) (3)	50,000
VIRGINIA CENTER FOR THE CREATIVE ARTS AMHERST, VA	NA	501(c) (3)	50,000
VIRGINIA HISTORICAL SOCIETY RICHMOND, VA	NA	501(c) (3)	500,000
VIRGINIA PUBLIC SAFETY FOUNDATION RICHMOND, VA	NA	501(c) (3)	50,000
VIRGINIA UNION UNIVERSITY RICHMOND, VA	NA	501(c) (3)	500,000
VIRGINIA WESLEYAN COLLEGE NORFOLK, VA	NA	501(c) (3)	250,000
VIRGINIA ZOOLOGICAL SOCIETY NORFOLK, VA	NA	501(c) (3)	50,000
			6,924,500

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

REALIZED GAINS AND LOSSES
THE MARY MORTON PARSONS FOUNDATION
C/O DAVENPORT & COMPANY LLC ATTN DAVENPORT ASSET MNGMT
5600-8951-AR49-DAM-1-Y
From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
06-30-10	01-05-11	18,377.000	Barrick Gold Corp	842,546.86		926,089.57	83,542.71	
03-10-10	01-12-11	5,324.000	Autozone Inc	897,366 06		1,334,894.30	437,528.24	
04-14-04	01-12-11	13,665.000	Colgate-palmolive Company	745,694.95		1,066,833.11		321,138.16
02-04-10	02-02-11	750,000.000	Fedl Farm Credit Bank Bond B/e 2.950% Due 02-02-15	750,937.50	(175.51)	750,000.00	(761.99)	
05-17-10	02-18-11	750,000.000	Fedl Home Loan Bank Bond B/e 3.550% Due 06-08-17	750,937.50	(83.52)	750,462.50	(391.48)	
11-07-08	03-08-11	1,000,000.000	Fedl Home Loan Bank Bond B/e 4 000% Due 09-06-13	1,005,070.00	(2,324.20)	1,069,009.00		66,263.20
09-11-07	03-09-11	1,000,000.000	Bank Of America Corp Senior Note B/e 5.375% Due 09-11-12	1,006,230.00	(4,172.26)	1,053,340.00		51,282 26
11-07-08	03-22-11	1,000,000.000	Fedl Home Loan Bank Bond B/e 4.000% Due 09-06-13	1,005,070.00	(2,364.34)	1,071,066.00		68,360.34
07-23-08	03-23-11	15,160.000	Spdr Series Trust S&p Biotech Etf	1,000,954.16		936,127.17		(64,826.99)
11-14-07	03-30-11	34,995.000	Cisco Systems Inc	1,052,079.18		607,358.01		(444,721.17)
05-14-08	03-30-11	11,885.000	Cisco Systems Inc	309,811.05		206,270.90		(103,540.15)
12-29-10	03-30-11	5,595.000	Cisco Systems Inc	114,803.25		97,104.39	(17,698.86)	
11-19-08	03-30-11	5,327.000	Caterpillar Inc	188,695 66		591,191.88		402,496.22
04-28-10	04-06-11	15,465.000	Teva Pharmaceutical Industries Limited	922,791.91		783,697.00	(139,094.91)	
10-28-10	05-05-11	1,000,000.000	Fedl Natl Mtg Assn Note B/e 2.000% Due 11-15-16	1,001,250.00	(92.29)	975,950.00	(25,207.71)	
12-29-03	05-06-11	1,500,000.000	Fedl Natl Mtg Assn Bond B/e 4.625% Due 10-15-13	1,491,765.00	5,816 18	1,632,352.50		134,771.32
12-10-08	05-25-11	2,280.000	Cme Group Inc Class A	507,179.39		653,610.10		146,430.71
03-03-10	06-15-11	2,875.000	Fiserv Inc	142,905.04		178,424.82		35,519.78
11-05-08	06-15-11	2,895.000	Price T Rowe Group Inc	120,898.67		165,624 11		44,725.44
08-14-09	06-15-11	3,995.000	Qualcomm Inc	183,527.90		220,000.82		36,472.92
05-26-10	06-15-11	2,660.000	American Tower Corp Chgd A	107,167.41		134,916.33		27,748.92
03-16-06	06-15-11	1,635.000	Chevron Corp	93,627.62		162,712.23		69,084 61
06-04-08	06-15-11	3,465.000	Disney Walt Company	117,592.40		134,197.22		16,604.82
04-21-10	06-15-11	1,760.000	Intl Flavor & Fragrances	88,892.85		108,276 64		19,383.79
06-25-93	06-15-11	598 000	Markel Corp	21,613.21		236,358.42		214,745.20
05-11-05	06-15-11	3,115 000	Pepsico Inc	176,651.65		215,959.11		39,307.46
05-12-04	06-15-11	2,330.000	United Technologies Corp	96,715.97		194,850.20		98,134.23
01-20-11	06-20-11	500,000 000	Novartis Capital Corp Guaranteed Note 1.900% Due 04-24-13	510,059.50	(1,774.75)	510,845 00	2,560.25	
09-17-02	07-18-11	500,000.000	B B & T Corporation Subordinate Note 4.750% Due 10-01-12	495,830.00	3,555.02	521,095.00		21,709.98
12-09-03	07-18-11	700,000.000	B B & T Corporation Subordinate Note 4.750% Due 10-01-12	693,539.00	5,404.61	729,533.00		30,589 39
09-11-07	07-18-11	1,000,000 000	Bank Of America Corp Senior Note B/e 5.375% Due 09-11-12	1,006,230.00	(4,646.16)	1,043,030.00		41,446.16

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

REALIZED GAINS AND LOSSES
THE MARY MORTON PARSONS FOUNDATION
C/O DAVENPORT & COMPANY LLC ATTN DAVENPORT ASSET MNGMT
5600-8951-AR49-DAM-I-Y
From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
12-09-03	07-18-11	1,000,000.000	First Tennessee Bank Subordinated Bank Note Accd Invs 4.625% Due 05-15-13	970,020.00	23,024.66	1,032,000.00		38,955.34
05-31-02	07-18-11	775,000.000	Genl Electric Cap Corp Note 6.000% Due 06-15-12	770,148.50	4,280.12	810,440.75		36,012.13
11-10-10	07-27-11	12,405.000	Medco Health Solutions Inc	② 734,359.87		① 793,361.41	59,001.54	
12-10-08	09-07-11	168,000.000	Du Pont E I De Nemours & Company Note 5.875% Due 01-15-14	167,897.52	51.20	185,413.20		17,464.48
04-15-11	09-07-11	500,000.000	Dell Inc Note B/e 1.400% Due 09-10-13	② 500,270 00	② (42.65)	① 503,275.00	3,047.65	
03-09-11	09-07-11	500,000 000	Merck & Company Inc New Note 2.250% Due 01-15-16	492,750.00	686.09	518,285.00	24,848.91	
07-02-10	09-07-11	500,000.000	Wal-mart Stores Inc Note B/e 2.250% Due 07-08-15	500,878.00	(196.28)	519,825.00		19,143.28
02-03-10	09-14-11	15,235.000	Becton Dickinson & Company	1,168,576.30		1,157,045.55		(11,530.75)
08-11-10	09-14-11	67,210.000	Ford Motor Company New	849,635.22		680,891.36		(168,743.86)
04-14-10	09-14-11	12,000.000	General Dynamics Corp Common	920,298.00		699,363.36		(220,934.64)
04-05-11	09-14-11	6,085.000	General Dynamics Corp Common	② 455,215.81		① 354,635.50	(100,580.31)	
12-28-10	09-14-11	1,000,000.000	U S Bancorp Medium Term Note B/e 2 450% Due 07-27-15	994,828.00	② 757.60	1,034,770.00	39,184.40	
08-17-11	09-15-11	20,024	Fedl Home Loan Mtg Corp Pool #g14056 Gold 4.000% Due 08-01-25	21,209.13	0.00	20,024.28	(1,184.85)	
01-09-08	09-28-11	38,297.000	Sabmiller Plc Spons Adr	1,079,841.36		1,250,629.58		170,788.22
08-17-11	10-17-11	32,061	Fedl Home Loan Mtg Corp Pool #g14056 Gold 4 000% Due 08-01-25	② 33,958.36	0.00	① 32,061.28	(1,897.08)	
08-17-11	11-15-11	38,469	Fedl Home Loan Mtg Corp Pool #g14056 Gold 4 000% Due 08-01-25	40,745.71	0 00	38,469.45	(2,276.26)	
02-16-11	11-28-11	500,000.000	Caterpillar Financial Services Corp Medium Term Note B/e 1 550% Due 12-20-13	500,500.00	② (133.08)	506,295.00	5,928.08	
03-30-11	11-29-11	28,520.000	Discovery Communicationsinc New Series C	996,659.92		1,035,889.22	39,229.30	
09-14-11	12-14-11	2,745.000	Caterpillar Inc	230,569.29		238,332.52	7,763.23	
11-19-08	12-14-11	8,348.000	Caterpillar Inc	295,707.03		724,808.68		429,101.65
08-17-11	12-15-11	32,407	Fedl Home Loan Mtg Corp Pool #g14056 Gold 4.000% Due 08-01-25	② 34,324 95	0.00	① 32,407.39	(1,917.56)	
TOTAL GAINS							702,634.32	2,597,679.99
TOTAL LOSSES							(291,011.00)	(1,014,297.56)
				29,206,826.67	27,570.45	31,229,402.86	411,623.32	1,583,382.43

TOTAL REALIZED GAIN/LOSS 1,995,005.74
NO CAPITAL GAINS DISTRIBUTIONS

Portfolio Fees Incurred: 216,187 05

	S/T·		L/T·
Proceeds Σ①	11,236,848.81	Proceeds	19,992,554.05
Basis Σ②	10,825,225.49	Basis	18,409,171.63
	411,623.32		1583,382.42

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DAVENPORT	1,629,760.	0.	1,629,760.
EWF PARTNERS K=1	18,879.	0.	18,879.
TOTAL TO FM 990-PF, PART I, LN 4	1,648,639.	0.	1,648,639.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
EWF PARTNERS II K-1 ORDINARY INCOME	4,144.	4,144.	
EWF PARTNERS II K-1 SECTION 1256 STRADDLES	25,487.	25,487.	
TOTAL TO FORM 990-PF, PART I, LINE 11	29,631.	29,631.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	19,300.	19,300.		0.
TO FORM 990-PF, PG 1, LN 16B	19,300.	19,300.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	4,533.	4,533.		0.
EXCISE TAXES	21,500.	0.		0.
EWF PARTNERS II K-1 - FOREIGN TAXES PAID	646.	646.		0.
TO FORM 990-PF, PG 1, LN 18	26,679.	5,179.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	246,463.	246,463.		0.
MISCELLANEOUS	11,262.	11,262.		0.
RENT & SECRETARIAL FEES	30,049.	30,049.		0.
REGISTRATION FEE	25.	25.		0.
EWF PARTNERS II K-1 - OTHER DEDUCTIONS	7,355.	7,355.		0.
AMORTIZATION	1,862.	1,862.		0.
TO FORM 990-PF, PG 1, LN 23	297,016.	297,016.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
BOOK/TAX CONVERSION OF BALANCE SHEET	53,692.
TOTAL TO FORM 990-PF, PART III, LINE 3	53,692.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
UNREALIZED DEPRECIATION OF SECURITIES	2,074,515.
UNREALIZED DEPRECIATION OF INVESTMENT IN EWF PARTNERS II	210,559.
TOTAL TO FORM 990-PF, PART III, LINE 5	2,285,074.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT BONDS	X		838,247.	838,247.
TOTAL U.S. GOVERNMENT OBLIGATIONS			838,247.	838,247.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			838,247.	838,247.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	64,642,973.	64,642,973.
MUTUAL FUNDS	1,807,350.	1,807,350.
TOTAL TO FORM 990-PF, PART II, LINE 10B	66,450,323.	66,450,323.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	12,314,325.	12,314,325.
TOTAL TO FORM 990-PF, PART II, LINE 10C	12,314,325.	12,314,325.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
POOLED INVESTMENT FUND	FMV	4,503,045.	4,503,045.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,503,045.	4,503,045.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
GRANTS SOFTWARE	13,033.	2,793.	10,240.
TOTAL TO FM 990-PF, PART II, LN 14	13,033.	2,793.	10,240.

FORM 990-PF OTHER ASSETS STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
EXCISE TAX RECEIVABLE	17,415.	17,415.	17,415.
TO FORM 990-PF, PART II, LINE 15	17,415.	17,415.	17,415.

FORM 990-PF OTHER LIABILITIES STATEMENT 14

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED EXCISE TAX LIABILITY	362,816.	325,657.
TOTAL TO FORM 990-PF, PART II, LINE 22	362,816.	325,657.