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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2011**Department of the Treasury
Internal Revenue Service

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

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

Name of foundation RLPK FOUNDATION		A Employer identification number 54-1612293
Number and street (or P O box number if mail is not delivered to street address) 5801 MAPLE GREEN CIRCLE		B Telephone number (see the instructions) (804) 228-0555
City or town RICHMOND	State ZIP code VA 23226	C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 414,199.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 (att sch)	40,000.			
2 <input type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	10.	10.		
4 Dividends and interest from securities	6,366.	6,366.		
5a Gross rents				
b Net rental income or (loss)		L-6a Stmt		
6a Net gain/(loss) from sale of assets not on line 10	1,144.			
b Gross sales price for all assets on line 6a	1,144.			
7 Capital gain net income (from Part IV, line 2)		1,144.		
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/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	47,520.	7,520.		
OPERATING AND ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)	750.	750.		
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule) (see instrs)	125.	78.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
State Fees	25.	25.		
24 Total operating and administrative expenses. Add lines 13 through 23	900.	853.		
25 Contributions, gifts, grants paid	19,185.			19,185.
26 Total expenses and disbursements. Add lines 24 and 25	20,085.	853.		19,185.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	27,435.			
b Net investment income (if negative enter -0)		6,667.		
c Adjusted net income (if negative, enter -0)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
ASSETS	1	Cash — non-interest-bearing		83,616.	98,318.	98,318.	
	2	Savings and temporary cash investments					
	3	Accounts receivable					
		Less allowance for doubtful accounts					
	4	Pledges receivable					
		Less allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach sch)					
		Less allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments — U S and state government obligations (attach schedule)					
	b	Investments — corporate stock (attach schedule) L-10b Stmt	42,528.	42,528.	36,768.		
	c	Investments — corporate bonds (attach schedule)					
	LIABILITIES	11	Investments — land, buildings, and equipment basis				
		Less accumulated depreciation (attach schedule)					
12		Investments — mortgage loans					
13		Investments — other (attach schedule) L-13 Stmt	213,287.	226,020.	279,113.		
14		Land, buildings, and equipment basis					
		Less accumulated depreciation (attach schedule)					
15		Other assets (describe)					
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	339,431.	366,866.	414,199.		
17		Accounts payable and accrued expenses					
18		Grants payable					
FUND ASSETS	19	Deferred revenue					
	20	Loans from officers, directors, trustees, & other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe)					
	23	Total liabilities (add lines 17 through 22)					
	24	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
FUND ASSETS	25	Unrestricted					
	26	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	339,431.	366,866.			
	28	Paid-in or capital surplus, or land, building, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)	339,431.	366,866.				
31	Total liabilities and net assets/fund balances (see instructions)	339,431.	366,866.				

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	339,431.
2	Enter amount from Part I, line 27a	2	27,435.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	366,866.
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	366,866.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	1,144.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 []	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	15,138.	260,595.	0.058090
2009	13,275.	263,384.	0.050402
2008	16,593.	291,958.	0.056834
2007	16,434.	315,335.	0.052116
2006	9,147.	243,365.	0.037586

2 Total of line 1, column (d)	2	0.255028
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	0.051006
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	413,372.
5 Multiply line 4 by line 3	5	21,084.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	67.
7 Add lines 5 and 6	7	21,151.
8 Enter qualifying distributions from Part XII, line 4	8	19,185.

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.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	133.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	133.
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	133.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a		
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		
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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		133.
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) VA – Virginia		
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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>n/a</u>	13	X	
14	The books are in care of <u>RETTA LEIGH KEIL</u> Telephone no <u>(804) 228-0555</u> Located at <u>5801 MAPLE GREEN RICHMOND, VA</u> ZIP + 4 <u>23226</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <u></u>	1b	
Organizations relying on a current notice regarding disaster assistance check here <u></u>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? <u></u>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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) <u></u>	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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) <u></u>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <u></u>	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? <u></u>	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to**(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?☐ Yes ☒ No**(2)** Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?☐ Yes ☒ No**(3)** Provide a grant to an individual for travel, study, or other similar purposes?☐ Yes ☒ No**(4)** Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)☐ Yes ☒ No**(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**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?☐ 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**

If 'Yes' to 6b, file Form 8870

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see 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
RETTA LEIGH KEIL 5801 MAPLE GREEN LANE RICHMOND VA 23226	PRES, SEC 2.00	0.	0.	0.
KIRK D KEIL c/o R KEIL 5801 MAPLE GREEN LANE RICHMOND VA 23226	DIRECTOR 1.00	0.	0.	0.
DOUGLAS P KEIL c/o R KEIL 5801 MAPLE GREEN LANE RICHMOND VA 23226	DIRECTOR 0.50	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				
0				
0				
0				
0				

Total number of other employees paid over \$50,000

None

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		
	n/a	
Total number of others receiving over \$50,000 for professional services		None

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 THE RLPK FOUNDATION DOES NOT DIRECTLY CARRY ON ANY CHARITABLE ACTIVITIES, BUT INSTEAD, MAKES GRANTS TO QUALIFIED PUBLIC CHARITIES	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None	0.
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	None

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	315,463.
b Average of monthly cash balances	1b	104,204.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	419,667.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	419,667.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	6,295.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	413,372.
6 Minimum investment return. Enter 5% of line 5	6	20,669.

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	20,669.
2a Tax on investment income for 2011 from Part VI, line 5	2a	133.	
b Income tax for 2011 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b	2c		133.
3 Distributable amount before adjustments Subtract line 2c from line 1	3		20,536.
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5		20,536.
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		20,536.

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	19,185.
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	19,185.
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	19,185.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				20,536.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2011				
a From 2006	0.			
b From 2007	0.			
c From 2008	0.			
d From 2009	0.			
e From 2010	4,474.			
f Total of lines 3a through e	4,474.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 19,185.				
a Applied to 2010, but not more than line 2a				
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				19,185.
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))	1,351.			1,351.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,123.			
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				
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 instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	3,123.			
10 Analysis of line 9				
a Excess from 2007	0.			
b Excess from 2008	0.			
c Excess from 2009	0.			
d Excess from 2010	3,123.			
e Excess from 2011	0.			

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				
Sea Education Association P.O. Box 6 Falmouth MA 02543		non-profit	Academic Programs in Ocean Science	500.
Wells College 170 Main Street Aurora NY 13026		non-profit	College Educational Opportunities for Students	25.
Va Beach Volunteer Fire Dept Municipal Center Bldg 21 Virginia Beach VA 23456		non-profit	Fire Protection Rescue Squad	25.
Amelia Volunteer Fire Dept P.O. Box 307 Amelia VA 23002		non-profit	Fire Protection For the Community	25.
Powhatan Volunteer Fire Dept 3872 Old Buckingham Rd Powhatan VA 23139		non-profit	Fire Protection For the Community	25.
World Wildlife Fund 1250 24th St NW, Washington, Washington DC 20037		non-profit	Wildlife Conservation of Animal Habitats	1,000.
North Tahoe Hebrew Congregation 7000 LaTone Ave. Tahoe Vista CA 96148		non-profit	Religious Services Community Programs	660.
Visual Arts Center 1812 W Main St. Richmond VA 23220		non-profit	Art Exhibitions Instructional Classes	750.
Virginia Museum of Fine Arts 200 N. Boulevard Richmond VA 23220		non-profit	Art Musuem Classes/Programs	50.
See Line 3a statement				16,125.
Total			3a	19,185.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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) Exclu- sion 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			14	10.	
4 Dividends and interest from securities			14	6,366.	
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	1,144.	
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)				7,520.	
13 Total. Add line 12, columns (b), (d), and (e)				13	7,520.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No 1545-0047

2011

Name of the organization

RLPK FOUNDATION

Employer identification number

54-1612293

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)(____) (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule **B** (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

RLPK FOUNDATION

54-1612293

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Ruth Z Perel 108 W Hillcrest Ave Richmond VA 23226	\$ 40,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

**Form 990-PF
Part I, Line 6a****Net Gain or Loss From Sale of Assets****2011**

Name RLPK FOUNDATION	Employer Identification Number 54-1612293
--------------------------------	---

Asset Information:

Description of Property	Capital Gain Distribution	
Date Acquired _____	How Acquired _____	
Date Sold _____	Name of Buyer _____	
Sales Price _____ 1,144.	Cost or other basis (do not reduce by depreciation) _____	
Sales Expense _____	Valuation Method _____	
Total Gain (Loss) _____ 1,144.	Accumulation Depreciation _____	
Description of Property _____		
Date Acquired _____	How Acquired _____	
Date Sold _____	Name of Buyer _____	
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____	
Sales Expense _____	Valuation Method _____	
Total Gain (Loss) _____	Accumulation Depreciation _____	
Description of Property _____		
Date Acquired _____	How Acquired _____	
Date Sold _____	Name of Buyer _____	
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____	
Sales Expense _____	Valuation Method _____	
Total Gain (Loss) _____	Accumulation Depreciation _____	
Description of Property _____		
Date Acquired _____	How Acquired _____	
Date Sold _____	Name of Buyer _____	
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____	
Sales Expense _____	Valuation Method _____	
Total Gain (Loss) _____	Accumulation Depreciation _____	
Description of Property _____		
Date Acquired _____	How Acquired _____	
Date Sold _____	Name of Buyer _____	
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____	
Sales Expense _____	Valuation Method _____	
Total Gain (Loss) _____	Accumulation Depreciation _____	
Description of Property _____		
Date Acquired _____	How Acquired _____	
Date Sold _____	Name of Buyer _____	
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____	
Sales Expense _____	Valuation Method _____	
Total Gain (Loss) _____	Accumulation Depreciation _____	
Description of Property _____		
Date Acquired _____	How Acquired _____	
Date Sold _____	Name of Buyer _____	
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____	
Sales Expense _____	Valuation Method _____	
Total Gain (Loss) _____	Accumulation Depreciation _____	
Description of Property _____		
Date Acquired _____	How Acquired _____	
Date Sold _____	Name of Buyer _____	
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____	
Sales Expense _____	Valuation Method _____	
Total Gain (Loss) _____	Accumulation Depreciation _____	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Federal Income Tax	47.			
Foreign Taxes Paid	78.	78.		
Total	125.	78.		

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Untamed Spirit & Therapeutic & Education 3943 Dawley Road Virginia Beach VA 23457		non-profit	Therapeutic & Educational Therapies for Special Needs Individuals & Fam	Person or Business <input checked="" type="checkbox"/> 500.
Rowland Hall 720 S Guardsman Way Salt Lake City UT 84108		non-profit	K-12 Educational Instruction/School	Person or Business <input checked="" type="checkbox"/> 200.
Jewish Family Services 6718 Patterson Ave Richmond VA 23226		non-profit	Home Health Care Counseling Services Social Service Agency	Person or Business <input checked="" type="checkbox"/> 6,100.
Princeton University P.O. Box 5357 Princeton NJ 08543		non-profit	Educational Programs	Person or Business <input checked="" type="checkbox"/> 500.
Wildlife Conservation Society 2300 Southern Blvd. Bronx NY 10460		non-profit	Wildlife and Wild Lands Conservation Programs/Education	Person or Business <input checked="" type="checkbox"/> 1,500.
The Nature Conservancy 4245 N. Fairfax Drive Arlington VA 23219		non-profit	Nature Conservation Programs/Education	Person or Business <input checked="" type="checkbox"/> 1,000.
Bear League P.O. Box 393 Homewood CA 96141		non-profit	Educational Services about bears, habitats Aversion Specialists	Person or Business <input checked="" type="checkbox"/> 250.
Truckee Donner Land Trust 10069 West River Street Truckee CA 96161		non-profit	Preserving/Protecting Recreational, Scenic Historic Open Spaces	Person or Business <input checked="" type="checkbox"/> 250.
Beth Sholom 1600 John Rolf Parkway Richmond VA 23233		non-profit	Nursing/Rehabilitation Services for the Elderly	Person or Business <input checked="" type="checkbox"/> 75.
Richmond Christmas Mother Fund P.O. Box 85333 Richmond VA 23293		non-profit	Charitable Service Providing Children With Christmas Gifts	Person or Business <input checked="" type="checkbox"/> 100.
American Red Cross 2025 E Street NW Washington DC 20006		non-profit	Humanitarian Services for Japan Tsunami	Person or Business <input checked="" type="checkbox"/> 400.
Collegiate School North Mooreland Rd Richmond VA 23229		non-profit	K-12 Educational School/Instruction	Person or Business <input checked="" type="checkbox"/> 500.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Circle of Tapawingo Keyes Pond Sweeden ME 04040		non-proft	Outdoors/Educational Programs and Services for Underserved Children	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
The League to Save Lake Tahoe 955 Emerald Bay Road South Lake Tahoe CA 96150		non-proft	Preserving the beauty and environmental balanc recreation of Tahoe Basin	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 250.
Environmental Defense Fund 1875 Connecticut Ave. NW Washington DC 20009		non-proft	Environmental Agency	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,250.
Center for Biological Diversity P.O. Box 710 Tucson AZ 85702		non-proft	Wildlife Conservation Support of Animal Divers	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,500.
Defenders of Wildlife 1130 17th Street NW Washington DC 20036		non-proft	Wildlife Conservation Protection of Native Plants and Animals	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 250.
Jewish Community Federation of Richmond 5403 Monument Ave Richmond VA 23226		non-proft	Social Service Agency Religious Com. Support	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.

Total

16,125.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Lucinda Scott	Tax/Acct Service	750.			

Total

750.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
UNIVERSAL CORPORATION	42,528.	36,768.
Total	<u>42,528.</u>	<u>36,768.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
COLUMBIA INTERMEDIATE FUND	54,202.	57,960.
COLUMBIA DIVIDEND INCOME FUND	30,317.	36,032.
COLUMBIA MARSICO GROWTH FUND	22,327.	28,648.
COLUMBIA MARSICO INTERNATIONAL OPPORTUNITIES FUND	13,608.	12,508.
COLUMBIA SMALL CAP VALUE FUND	14,160.	15,531.
ISHARES RUSSELL 1000 GROWTH INDEX FUND	7,693.	8,669.
COLUMBIA LARGE CAP GROWTH FUND	19,711.	31,884.
COLUMBIA MID CAP VALUE FUND	7,275.	10,496.
COLUMBIA MID CAP GROWTH FUND	7,390.	12,008.
COLUMBIA VALUE RESTRUCT FUND	26,044.	38,629.
HARBOR INTERNATIONAL FUND	10,293.	14,055.
ARTIO GLOBAL HIGH INC FD	13,000.	12,693.
Total	<u>226,020.</u>	<u>279,113.</u>