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

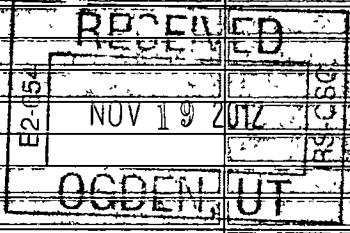
Department of the Treasury
Internal Revenue Service

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 , 20

Name of foundation BLECHMAN-DAVID FOUNDATION INC		A Employer identification number 54-1839135
Number and street (or P O box number if mail is not delivered to street address) 739 THIMBLE SHOALS BLVD	Room/suite 105	B Telephone number (see instructions) 757-595-4500
City or town, state, and ZIP code NEWPORT NEWS VA 23606-3562		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 type="checkbox"/> Address change	<input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,449,918.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
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 instr.).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	18,100.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temp cash investments	84.	84.	84.	
	4 Dividends and interest from securities	20,497.	20,497.	20,497.	
	5a Gross rents				
	b (Net rental income or (loss))				
	6a Net gain/(loss) from sale of assets not on line 10	(28,710.)			
	b Gross sales price for all assets on line 6a	2,456,240.			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain.....				
	9 Income modifications				
	10a Gross sales less returns & allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	9,971.	20,581.	20,581.		
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 schedule)				
	c Other professional fees (attach schedule)	11,978.	11,978.	11,978.	
	17 Interest	215.	215.	215.	
	18 Taxes (attach schedule) (see instructions)	497.	40.	472.	
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings ..				
	22 Printing and publications				
	23 Other expenses (attach schedule) ..	5,049.	5,026.	5,049.	
	24 Total operating and administrative expenses Add lines 13 through 23	17,739.	17,259.	17,714.	
	25 Contributions, gifts, grants paid	119,000.			119,000.
26 Total exp & disbursements Add lines 24 and 25	136,739.	17,259.	17,714.	119,000.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	(126,768.)				
b Net investment income (if neg, enter -0-)		3,322.			
c Adjusted net income (if neg, enter -0-)			2,867.		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See inst)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	107,882.	16,859.	16,859.
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less allowance for doubtful accts			
	4 Pledges receivable			
	Less: allowance for doubtful accts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach schedule)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state govt obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	1,367,488.	1,237,864.	1,309,017.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)	77,376.	123,661.	123,661.	
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe <u>PREPAID EXCISE TAX</u>)	838.	381.	381.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,553,584.	1,378,765.	1,449,918.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe _____)			
23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, ck. here <input type="checkbox"/>			
	and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	1,553,584.	1,378,765.		
28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions)	1,553,584.	1,378,765.		
31 Total liabilities and net assets/fund balances (see instructions)	1,553,584.	1,378,765.		

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	1,553,584.
2 Enter amount from Part I, line 27a	2	(126,768.)
3 Other increases not included in line 2 (itemize) <u>UNREALIZED DEPRECIATION</u>	3	(48,051.)
4 Add lines 1, 2, and 3	4	1,378,765.
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	1,378,765.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a CHARLES SCHWAB INVEST SVCS-ATTACHED	P		
b SUNTRUST INVEST SVCS-ATTACHED	P		
c CHARLES SCHWAB CAPITAL GAINS DISTRIB	P		
d MAE SMALL BUS INVESTORS LLC CAP GAINS	P		
e SEE ATTACHED			

(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 1,855,752.		1,881,815.	(26,063.)
b 594,094.		603,135.	(9,041.)
c 4,276.			4,276.
d 1,370.			1,370.
e 748.			748.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			(26,063.)
b			(9,041.)
c			4,276.
d			1,370.
e			748.

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	(28,710.)
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 beg in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	124,143.	1,531,909.	0.0810
2009	63,900.	1,344,215.	0.0475
2008	87,469.	1,357,354.	0.0644
2007	33,680.	1,406,758.	0.0239
2006	41,000.	1,277,693.	0.0321

2 Total of line 1, column (d)	2	0.2489
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	0.0498
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,515,131.
5 Multiply line 4 by line 3	5	75,454.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	33.
7 Add lines 5 and 6	7	75,487.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	119,000.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	33.
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	33.
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	33.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	381.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	800.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	1,181.
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,148.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 1,148. Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6		X
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		X
Website address ▶				
14	The books are in care of ▶ E D DAVID Telephone no ▶ 757-595-4500 Located at ▶ 739 THIMBLE SHOALS B VA NEWPORT NEWS ZIP+4 ▶ 23606-3562			
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		15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				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 the instructions)?		
Organizations relying on a current notice regarding disaster assistance check here		▶ <input type="checkbox"/>	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ▶ 20 __, 20 __, 20 __, 20 __			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see the instructions)		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 __, 20 __, 20 __, 20 __		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		X

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 the instructions)? Yes No
 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? Yes No
 If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

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

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

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

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

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 the instructions). If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 NONE	
2	
3 All other program-related investments See instructions	

Total Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,475,833.
b	Average of monthly cash balances	1b	62,371.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,538,204.
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	1,538,204.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	23,073.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,515,131.
6	Minimum investment return. Enter 5% of line 5	6	75,757.

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	75,757.
2 a	Tax on investment income for 2011 from Part VI, line 5	2a	33.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	33.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	75,724.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	75,724.
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	75,724.

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	119,000.
b	Program-related investments-total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	119,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	33.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	118,967.

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				75,724.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior yrs 20__, 20__, 20__				
3 Excess distrib. carryover, if any, to 2011.				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010	26,098.			
f Total of lines 3a through e	26,098.			
4 Qualifying distributions for 2011 from Part XII, line 4. ▶ \$ 119,000.				
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				75,724.
e Remaining amt. distributed out of corpus	43,276.			
5 Excess distrib. carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in col. (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, & 4e. Subtract line 5	69,374.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	69,374.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	26,098.			
e Excess from 2011	43,276.			

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

E D DAVID AND E B DAVID

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

N/A

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

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

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

E D DAVID CHAIRPERSON 757-595-4500 739 THIMBLE NEWPORT NEWS VA 23606-5

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

WRITTEN REQUEST

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

CONTRIBUTIONS ARE MADE ONLY TO 501C 3 ORGANIZATIONS

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				
AMERICAN RED CROSS 1323 W. PEMBROKE AVE HAMPTON, VA 23661	NONE		GENERAL FUND	5,000
JCC EARLY CHILDHOOD DEVELOPMENT CENTER 2700 SPRING ROAD NEWPORT NEWS, VA 23606	NONE		GENERAL FUND	2,500
HAMPTON UNIVERSITY HAMPTON, VA 23668	NONE		GENERAL FUND	25,000
UNITED JEWISH COMMUNITY OF VIRGINIA PENINSULA INC 2700 SPRING ROAD NEWPORT NEWS VA 23606	NONE		GENERAL FUND	66,400
JEWISH CEMETERY OF THE VIRGINIA PENINSULA INC. HAMPTON VA	NONE		GENERAL FUND	5,000
JUVENILE DIABETES RESEARCH FOUNDATION 5712 CLEVELAND STREET VIRGINIA BEACH, VA 23462	NONE		GENERAL FUND	100
RODEF SHOLOM TEMPLE 308 WHEALTON ROAD HAMPTON, VA 23669	NONE		GENERAL FUND	5,000
CHRISTOPHER NEWPORT UNIVERSITY 1 UNIVERSITY PLACE NEWPORT NEWS, VA 23606	NONE		GENERAL FUND	10,000
Total				119,000.
b Approved for future payment				
Total				3b

Schedule of Contributors

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

2011

Name of the organization BLECHMAN-DAVID FOUNDATION INC	Employer identification number 54-1839135
--	---

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 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 do 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)

Name of organization **BLECHMAN-DAVID FOUNDATION INC** Employer identification number **54-1839135**

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	J W DAVID 2404 RICHARD BOLLING WILLIAMSBURG VA 23185	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution)</small>
<u>2</u>	J M DAVID 11 BLUNT COURT NEWPORT NEWS VA 23606	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution)</small>
<u>3</u>	G B DAVID 307 FULTON STREET PHILADELPHIA PA 19147	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution)</small>
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution)</small>
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution)</small>
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution)</small>

US 990	Other Professional Fees			2011
Description	Expenses per books	Net investment income	Adjusted net income	Charitable purposes
MONTGOMERY CAPITAL MANAGEMENT 753 THIMBLE SHOALS BLVD NEWPORT NEWS VA 23606	4,100.	4,100.	4,100.	
SUNTRUST INVESTMENT SERVICES INC P O BOX 596 RICHMOND VA 23286	7,878.	7,878.	7,878.	
	11,978.	11,978.	11,978.	

US 990**Taxes****2011**

Description	Expenses per books	Net investment income	Adjusted net income	Charitable purposes
EXCISE TAXES	457.		457.	
REGISTRATION FEE	25.	25.		
FOREIGN TAXES	15.	15.	15.	
	497.	40.	472.	

US 990

Other Expenses

2011

Description	Expenses per books	Net investment income	Adjusted net income	Charitable purposes
BANK CHARGES	23.		23.	
PASS-THROUGH INVESTMENT EXPENSES	5,026.	5,026.	5,026.	
	5,049.	5,026.	5,049.	

US 990

Investments - Other
990-PF: Page 2, Line 13

2011

Description	Basis of valuation	Book value	FMV
MAE SMALL BUSINESS LLC	COST	9,418.	9,418.
DUBARRY COINVESTMENT FUND LLC	COST	56,538.	56,538.
DAVCO OF VIRGINIA LLC	COST	7,184.	7,184.
ANCHOR TIP INVESTMENTS LLC	COST	50,521.	50,521.
		123,661.	123,661.

US 990**Investments: Corporate Stock as of Year End****2011**

Description	Book value	FMV
CHARLES SCHWAB INVESTMENT SERVICES	696,356.	696,356.
SUNTRUST INVESTMENT SERVICES	441,472.	512,625.
T D AMERITRADE	100,036.	100,036.
	1,237,864.	1,309,017.

Blechman-David Foundation, Inc.

Attachment to Form 990-PF
Part VIII, Line 1
2011

Name and Address	Title	Time Devoted to Position
1) E. D. David 118 Parkway Drive Newport News, VA 23606	Chairman	As Required
2) E. B. David 118 Parkway Drive Newport News, VA 23606	Director	As Required
3) J. W. David 2404 Richard Bolling Williamsburg, VA 23185	Director	As Required
4) J. M. David 11 Blunt Court Newport News, VA 23606	Director	As Required
5) G. B. David 307 Fulton Street Philadelphia, PA 19147	Director	As Required

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis
AMERICAN CENTURY GOVT BOND FUND INV CL: CPTNX	8,691.6090	08/11/11	10/27/11	\$99,729.72	\$100,351.12
Security Subtotal				\$99,729.72	\$100,351.12
BLACKROCK INTERMEDIATE GOVT BOND CL INSTL PNIGX	9,573.7600	03/10/11	06/28/11	\$101,336.17	\$100,000.00
Security Subtotal				\$101,336.17	\$100,000.00
GENERAL MOTORS CL A 16WTTWARRANTS EXP 07/10/16CLASS A: GMWA	0.8480	04/21/11	07/29/11	\$15.95	N/A
GENERAL MOTORS CL A 16WTTWARRANTS EXP 07/10/16CLASS A: GMWA	0.6050	04/21/11	10/31/11	\$10.37	N/A
Security Subtotal				\$26.32	N/A
GENERAL MOTORS CL B 19WTTWARRANTS EXP 07/10/19CLASS B: GMWB	0.6670	04/21/11	07/29/11	\$9.03	N/A
GENERAL MOTORS CL B 19WTTWARRANTS EXP 07/10/19CLASS B: GMWB	0.6050	04/21/11	10/31/11	\$7.22	N/A
Security Subtotal				\$16.25	N/A
GENERAL MOTORS CO GM	0.6340	04/21/11	07/29/11	\$17.61	N/A

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG181801-014803 142390

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Schwab One® Account of
BLECHMAN-DAVID FOUNDATION INC

Report Period
**January 1 - December 31,
2011**

Account Number
9155-4123

2011 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis
GENERAL MOTORS CO. GM	0.9655	04/21/11	10/31/11	\$25.15	N/A
Security Subtotal				\$42.76	N/A
PIMCO HIGH YIELD FUND INST CL: PHIYX	8,406.9450	02/18/11	03/16/11	\$79,143.47	\$80,000.00
PIMCO HIGH YIELD FUND INST CL: PHIYX	10,415.7950	04/08/11	06/02/11	\$98,795.94	\$99,000.00
Security Subtotal				\$177,939.41	\$179,000.00
PIMCO HIGH YIELD MUNI BD INSTL CL: PHMIX	12,644.9710	06/29/11	08/10/11	\$100,351.12	\$101,336.17
Security Subtotal				\$100,351.12	\$101,336.17
PROFUNDIS RISING RATES OPPOR 10 INV RTPIX	4,976.6620	10/14/11	11/15/11	\$93,610.83	\$96,000.00
Security Subtotal				\$93,610.83	\$96,000.00
RYDEX CONSUMER PRODUCTS FUND INV CL RYCIX	2,413.5750	07/07/11	08/04/11	\$87,659.37	\$95,000.00
RYDEX CONSUMER PRODUCTS FUND INV CL RYCIX	1,228.1990	09/19/11	09/22/11	\$44,588.10	\$46,500.02
RYDEX CONSUMER PRODUCTS FUND INV CL RYCIX	1,228.1980	09/19/11	09/26/11	\$45,532.85	\$46,499.98

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1B1801-014803 142391

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2011 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis
RYDEX CONSUMER PRODUCTS FUND INV CL: RYCIX	2,585.1160	10/12/11	11/18/11	\$97,460.63	\$98,000.00
RYDEX CONSUMER PRODUCTS FUND INV CL: RYCIX	2,372.5400	12/01/11	12/19/11	\$87,022.27	\$88,000.00
Security Subtotal				\$362,263.22	\$374,000.00
RYDEX ENERGY FUND INV CL: RYEIX	3,706.2240	12/21/10	01/18/11	\$95,200.01	\$90,000.00
Security Subtotal				\$95,200.01	\$90,000.00
RYDEX INVERSE S & P 500 STRATEGY FD INV CL: RYURX	3,285.8120	01/20/11	02/14/11	\$93,792.84	\$98,000.00
Security Subtotal				\$93,792.84	\$98,000.00
RYDEX PRECIOUS METALS FUND: RYPMX	543.5050	08/26/11	09/22/11	\$40,504.92	\$45,000.00
RYDEX PRECIOUS METALS FUND: RYPMX	543.5050	08/26/11	09/23/11	\$38,566.55	\$45,000.00
Security Subtotal				\$79,071.47	\$90,000.00
RYDEX S & P MID CAP 400 PURE GWTH H: RYBHX	2,134.8200	06/29/11	08/08/11	\$74,647.40	\$93,000.00
Security Subtotal				\$74,647.40	\$93,000.00

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG181801-014803 142392



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Schwab One® Account of
BLECHMAN-DAVID FOUNDATION INC

Report Period
**January 1 - December 31,
2011**

Account Number
9155-4123

2011 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis
RYDEX SGI INTL LONG SHORT SELECT H RYFHX	4,466.2390	11/03/10	01/20/11	\$90,391.39	\$90,000.00
Security Subtotal				\$90,391.39	\$90,000.00
RYDEX STRENGTHENING DOLLAR 2X STRATH RYSBX	6,311.8520	01/11/11	01/21/11	\$90,272.65	\$97,000.00
Security Subtotal				\$90,272.65	\$97,000.00
SPDR GOLD TRUST GLD	693.0000	02/08/11	03/11/11	\$96,005.35	\$92,195.88
SPDR GOLD TRUST GLD	665.0000	03/24/11	05/04/11	\$99,056.50	\$93,814.61
SPDR GOLD TRUST GLD	615.0000	07/11/11	08/11/11	\$105,605.50	\$92,864.78
SPDR GOLD TRUST GLD	540.0000	08/16/11	08/23/11	\$96,288.53	\$93,856.83
Security Subtotal				\$396,955.88	\$372,732.10
Total Short-Term				\$1,855,647.44	\$1,881,419.39^h

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

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2011 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis
GENERAL MOTORS CL A 16WTWARRANTS EXP 07/10/16CLASS A: GMWA	0.0019	05/16/05	04/25/11	\$0.04	\$0.00
GENERAL MOTORS CL A 16WTWARRANTS EXP 07/10/16CLASS A: GMWA	0.5317	05/20/05	04/25/11	\$11.70	\$0.00
GENERAL MOTORS CL A 16WTWARRANTS EXP 07/10/16CLASS A: GMWA	0.6670	05/16/05	07/29/11	\$12.57	\$0.00
GENERAL MOTORS CL A 16WTWARRANTS EXP 07/10/16CLASS A: GMWA	0.1880	05/16/05	10/31/11	\$3.24	\$0.00
Security Subtotal				\$27.55	\$0.00
GENERAL MOTORS CL B 19WTWARRANTS EXP 07/10/19CLASS B: GMWB	0.0019	05/16/05	04/25/11	\$0.03	\$0.00
GENERAL MOTORS CL B 19WTWARRANTS EXP 07/10/19CLASS B: GMWB	0.5317	05/20/05	04/25/11	\$8.97	\$0.00
GENERAL MOTORS CL B 19WTWARRANTS EXP 07/10/19CLASS B: GMWB	0.8480	05/16/05	07/29/11	\$11.50	\$0.00
GENERAL MOTORS CL B 19WTWARRANTS EXP 07/10/19CLASS B: GMWB	0.1880	05/16/05	10/31/11	\$2.25	\$0.00
Security Subtotal				\$22.75	\$0.00

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

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Schwab One® Account of
BLECHMAN-DAVID FOUNDATION INC

Report Period
January 1 - December 31,
2011

Account Number
9155-4123

2011 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis
GENERAL MOTORS CO. GM	0.4021	05/16/05	04/25/11	\$12.49	\$81.83
GENERAL MOTORS CO. GM	0.2849	05/20/05	04/25/11	\$8.85	\$61.26
GENERAL MOTORS CO. GM	0.3330	05/16/05	07/29/11	\$9.26	\$67.77
GENERAL MOTORS CO. GM	0.9070	05/16/05	10/31/11	\$23.65	\$184.59
Security Subtotal				\$54.25	\$395.45
Total Long-Term				\$104.55	\$395.45

Total Realized Gain or (Loss)

\$1,855,751.99 ^h **\$1,881,814.84**

Schwab has provided realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Endnotes For Your Account

Symbol Endnote Legend

^h Value includes incomplete cost basis.

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

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Statement for the Period January 1, 2011 to December 31, 2011
 BLECHMAN-DAVID FOUNDATION INC - Corporation
 Account Number DFL-006653

SunTrust Investment Services, Inc.
 A SunTrust Company

Activity

ADDITIONS AND WITHDRAWALS > CHECKING ACTIVITY

Date	Check Number	Payee Detail	Expense Code	Amount
04/14/11		CHECK PAID	321556247	(\$60,000.00)
Total Checking Activity				(\$60,000.00)

Realized Gain (Loss) Lot Detail - Year Ending 2011

NFS-provided cost basis, realized gain (loss) and holding period information may not reflect all adjustments necessary for your tax reporting purposes. Please refer to Footnotes and Cost Basis Information at the end of this statement for more information.

EQUITIES

Description	Date of Sale	Date Acquired	Symbol/Cusip	Sales Price/Share	Quantity	Proceeds	Cost Basis	Realized Holding Gain (Loss)	Period
INVESCO LTD COM STK USD0 20	08/02/11	10/21/10	IVZ	\$21.19	407	\$8,624.16	\$9,115.99	(\$491.83)	ST
AGILENT TECH INC	08/05/11	10/21/10	A	\$35.8908	270	\$9,690.33	\$9,384.66	\$305.67	ST
BARCLAYS BANK PLC IPATH ETN 12/06/36 DJ-UBS COM INDX TO RT CALLABLE NOT RATED	07/01/11	05/26/11	DJP	\$47.0201	199	\$9,356.82	\$9,830.60	(\$473.78)	ST

Account earned with National Financial Services LLC, Member
 NYSE, SIPC

Statement for the Period January 1, 2011 to December 31, 2011

BLECHMAN-DAVID FOUNDATION INC - Corporation

Account Number: DFL-006653

SunTrust Investment Services, Inc.
A SunTrust Company

REALIZED GAIN (LOSS) LOT DETAIL - YEAR ENDING 2011 > EQUITIES *continued*

Description	Date of Sale	Date Acquired	Symbol/ Cusip	Sales Price/ Share	Quantity	Proceeds	Cost Basis	Realized Holding Gain (Loss)	Period
BARCLAYS BANK PLC IPATH ETN 24/06/37 DJ-UBS TIN TOTAL RTN CALLABLE NOT RATED	05/26/11	06/14/10	JJT	\$62.81	157	\$9,860.98	\$6,243.89	\$3,617.09	ST
BARCLAYS BANK PLC IPATH ETN 24/06/37 DJ-UBS TIN TOTAL RTN CALLABLE NOT RATED	04/11/11	06/14/10	JJT	\$77.90	42	\$3,271.73	\$1,670.34	\$1,601.39	ST
		Position Total	JJT		199	\$13,132.71	\$7,914.23	\$5,218.48	
BARCLAYS BANK PLC IPATH DOW JONES UBS AGRICUL 10/22/2037 ETN CALLABLE NOT RATED	06/30/11	02/28/11	JJA	\$56.61	168	\$9,510.29	\$11,079.11	(\$1,568.82)	ST
BARCLAYS BANK PLC IPATH ETN 24/06/2038 DJ-UBS SUGAR CALLABLE NOT RATED	02/28/11	10/21/10	SGG	\$90.86	96	\$8,722.39	\$7,968.00	\$754.39	ST
BARCLAYS BANK PLC IPATH ETN 24/06/2038 DJ-UBS SUGAR CALLABLE NOT RATED	12/08/11	08/12/11	SGG	\$84.621	108	\$9,138.89	\$10,141.20	(\$1,002.31)	ST
		Position Total	SGG		204	\$17,861.28	\$18,109.20	(\$247.92)	
BARCLAYS BANK PLC IPATH ETN 24/06/2038 DJ-UBS SOFTS CALLABLE NOT RATED	04/11/11	11/22/10	JJS	\$88.34	117	\$10,335.58	\$7,988.94	\$2,346.64	ST
BARCLAYS BANK PLC IPATH ETN 24/06/38 DJ-UBS PRECIOUS META CALLABLE NOT RATED	08/25/11	04/29/11	JJP	\$85.59	113	\$9,671.48	\$11,038.97	(\$1,367.49)	ST
BARCLAYS BANK PLC IPATH ETN 24/06/38 DJ-UBS LEAD CALLABLE NOT RATED	08/05/11	07/05/11	LD	\$59.58	138	\$8,221.88	\$9,390.90	(\$1,169.02)	ST

Account carried with National Financial Services LLC, Member
NYSE, SPC

SunTrust Investment Services, Inc.
A SunTrust Company

Statement for the Period January 1, 2011 to December 31, 2011
BLECHMAN-DAVID FOUNDATION INC - Corporation
Account Number DFL-006653

REALIZED GAIN (LOSS) LOT DETAIL - YEAR ENDING 2011 > EQUITIES *continued*

Description	Date of Sale	Date Acquired	Symbol/ Cusip	Sales Price/ Share	Quantity	Proceeds	Cost Basis	Realized Holding Gain (Loss)	Period
BARCLAYS BANK PLC IPATH ETN 24/06/38 DJ-JBS COTTON CALLABLE NOT RATED	04/26/11	10/21/10	BAL	\$90.01	117	\$10,530.96	\$6,615.77	\$3,915.19	ST
BARCLAYS BANK PLC IPATH ETN 24/06/38 DJ-JBS COTTON CALLABLE NOT RATED	04/11/11	10/21/10	BAL	\$105.82	24	\$2,539.63	\$1,357.08	\$1,182.55	ST
		Position Total	BAL		141	\$13,070.59	\$7,972.85	\$5,097.74	
CANADIAN NATIONAL RAILWAYS CO COM NPV ISIN #CA1363751027 SEDOL #2180632	09/16/11	10/21/10	CNI	\$72.1401	83	\$5,987.51	\$5,528.63	\$458.88	ST
CANADIAN NATIONAL RAILWAYS CO COM NPV ISIN #CA1363751027 SEDOL #2180632	04/11/11	10/21/10	CNI	\$73.76	57	\$4,204.23	\$3,796.77	\$407.46	ST
		Position Total	CNI		140	\$10,191.74	\$9,325.40	\$866.34	
CATERPILLAR INC	08/08/11	06/14/10	CAT	\$84.72	134	\$11,352.26	\$8,272.82	\$3,079.44	LT
CATERPILLAR INC	04/11/11	06/14/10	CAT	\$108.91	41	\$4,465.22	\$2,531.23	\$1,933.99	ST
		Position Total	CAT		175	\$15,817.48	\$10,804.05	\$5,013.43	
CELANESE CORP DEL COM SER A	09/22/11	08/16/11	CE	\$34.467	117	\$4,032.56	\$5,124.97	(\$1,092.41)	ST
CELANESE CORP DEL COM SER A	09/22/11	08/17/11	CE	\$34.467	118	\$4,067.03	\$5,107.04	(\$1,040.01)	ST
		Position Total	CE		235	\$8,099.59	\$10,232.01	(\$2,132.42)	
CHEVRON CORP NEW	08/08/11	06/14/10	CVX	\$89.88	142	\$12,762.71	\$10,679.64	\$2,083.07	LT
CLOUD PEAK ENERGY INC COM USD0.01	08/08/11	02/28/11	CLD	\$18.69	700	\$13,082.74	\$14,271.11	(\$1,188.37)	ST
EMERSON ELECTRIC CO	02/28/11	06/14/10	EMR	\$60.05	230	\$13,811.23	\$10,604.70	\$3,206.53	ST
EXXON MOBIL CORP	08/09/11	06/14/10	XOM	\$69.089	116	\$8,014.17	\$7,206.86	\$807.31	LT
EXXON MOBIL CORP	04/11/11	06/14/10	XOM	\$85.05	54	\$4,592.61	\$3,354.92	\$1,237.69	ST

Account earned with National Financial Services LLC, Member
NYSE, SIPC

Statement for the Period January 1, 2011 to December 31, 2011

BLECHMAN-DAVID FOUNDATION INC - Corporation
 Account Number: DFL-006653

SunTrust Investment Services, Inc.
 A SunTrust Company

REALIZED GAIN (LOSS) LOT DETAIL - YEAR ENDING 2011 > EQUITIES *continued*

Description	Date of Sale	Date Acquired	Symbol/ Cusip	Sales Price/ Share	Quantity	Proceeds	Cost Basis	Realized Holding Gain (Loss) Period
EXXON MOBIL CORP	08/09/11	10/21/10	XOM	\$69.089	28	\$1,934.45	\$1,853.75	\$80.70 ST
		Position Total	XOM		198	\$14,541.23	\$12,415.53	\$2,125.70
FORD MTR CO DEL COM	06/13/11	02/28/11	F	\$13.07	411	\$5,371.66	\$6,193.03	(\$821.37) ST
FORD MTR CO DEL COM	04/11/11	02/28/11	F	\$14.83	511	\$7,577.98	\$7,699.85	(\$121.87) ST
		Position Total	F		922	\$12,949.64	\$13,892.88	(\$943.24)
GENERAL ELECTRIC CO	08/04/11	02/28/11	GE	\$16.42	667	\$10,951.92	\$13,979.72	(\$3,027.80) ST
GENUINE PARTS CO	02/28/11	10/21/10	GPC	\$52.9601	195	\$10,327.02	\$9,294.91	\$1,032.11 ST
GOLDMAN SACHS GROUP INC	05/13/11	05/09/06	GS	\$139.35	64	\$8,918.22	\$10,569.60	(\$1,651.38) LT
GOOGLE INC CL A	05/23/11	02/28/11	GOOG	\$515.01	22	\$11,330.00	\$13,536.59	(\$2,206.59) ST
GREIF INC CL A	08/04/11	10/21/10	GEF	\$55.04	158	\$8,696.15	\$9,303.04	(\$606.89) ST
HESS CORP COM	05/17/11	04/06/11	HES	\$74.2029	170	\$12,614.24	\$14,484.09	(\$1,869.85) ST
HEWLETT-PACKARD CO DE	03/11/11	10/21/10	HPQ	\$41.7737	217	\$9,064.72	\$9,198.48	(\$133.76) ST
HEWLETT-PACKARD CO DE	03/11/11	02/28/11	HPQ	\$41.7737	123	\$5,138.06	\$5,351.73	(\$213.67) ST
		Position Total	HPQ		340	\$14,202.78	\$14,550.21	(\$347.43)
ISHARES INC MSCI THAILAND INDEX FD	09/19/11	06/14/10	THD	\$61.11	175	\$10,694.04	\$8,263.68	\$2,430.36 LT
ISHARES INC MSCI THAILAND INDEX FD	04/11/11	06/14/10	THD	\$69.00	51	\$3,518.93	\$2,408.27	\$1,110.66 ST
		Position Total	THD		226	\$14,212.97	\$10,671.95	\$3,541.02
ISHARES INC MCSI CHILE INVESTABLE MARKET INDEX FUND	08/05/11	02/28/11	ECH	\$62.65	163	\$10,211.75	\$11,279.64	(\$1,067.89) ST
ISHARES INC MSCI TURKEY INDEX FD	02/28/11	06/14/10	TUR	\$58.5795	191	\$11,188.46	\$10,586.14	\$602.32 ST

Account carried with National Financial Services LLC, Member
 NYSE, SIPC

Statement for the Period January 1, 2011 to December 31, 2011

BLECHMAN-DAVID FOUNDATION INC - Corporation
 Account Number: DFL-006653

SunTrust Investment Services, Inc.
 A SunTrust Company

REALIZED GAIN (LOSS) LOT DETAIL - YEAR ENDING 2011 > EQUITIES *continued*

Description	Date of Sale	Date Acquired	Symbol/ Cusip	Sales Price/ Share	Quantity	Proceeds	Cost Basis	Realized Holding Gain (Loss)	Period
ISHARES INC.MSCI SWEDEN INDEX FD	09/04/11	02/28/11	EWD	\$26.40	355	\$9,371.82	\$11,372.85	(\$2,001.03)	ST
ISHARES INC.MSCI MEXICO INVESTABLE MARKET INDEX FUND	08/08/11	05/09/06	EWW	\$53.57	181	\$9,695.98	\$7,821.01	\$1,874.97	LT
ISHARES INC.MSCI MEXICO INVESTABLE MARKET INDEX FUND	08/08/11	10/21/10	EWW	\$53.57	13	\$696.40	\$733.07	(\$36.67)	ST
		Position Total	EWW		194	\$10,392.38	\$8,554.08	\$1,838.30	
ISHARES TR S&P LATIN AMER 40 INDEX FD	01/28/11	06/14/10	ILF	\$51.65	236	\$12,189.16	\$10,586.09	\$1,603.07	ST
ISHARES TR MSCI ALL PERU CAPPED INDEX FD	04/11/11	02/28/11	EPU	\$42.7488	233	\$9,960.27	\$11,234.51	(\$1,274.24)	ST
ISHARES TR MSCI INDONESIA INVESTABLE MKT INDEX FD	01/24/11	10/21/10	EIDO	\$25.26	256	\$6,466.43	\$7,516.16	(\$1,049.73)	ST
ISHARES TR MSCI INDONESIA INVESTABLE MKT INDEX FD	09/21/11	08/12/11	EIDO	\$27.37	233	\$6,377.08	\$7,577.14	(\$1,200.06)	ST
		Position Total	EIDO		489	\$12,843.51	\$15,093.30	(\$2,249.79)	
JPMORGAN CHASE & CO	08/28/11	02/28/11	JPM	\$39.27	297	\$11,662.96	\$13,809.85	(\$2,146.89)	ST
JOHNSON & JOHNSON	02/28/11	10/21/10	JNJ	\$60.4834	146	\$8,830.41	\$9,335.14	(\$504.73)	ST
KEY ENERGY SERVICES INC	09/21/11	08/10/11	KEG	\$11.39	334	\$3,804.18	\$4,930.44	(\$1,126.26)	ST
KEY ENERGY SERVICES INC	09/21/11	08/18/11	KEG	\$11.30	377	\$4,260.01	\$5,115.89	(\$855.88)	ST
		Position Total	KEG		711	\$8,064.19	\$10,046.33	(\$1,982.14)	
LEAR CORP NEW COM USD0 01	08/08/11	02/28/11	LEA	\$40.99	260	\$10,657.19	\$13,847.41	(\$3,190.22)	ST
LOWES COMPANIES	02/28/11	10/21/10	LOW	\$25.8637	432	\$11,172.90	\$9,525.43	\$1,647.47	ST
MARATHON PETROLEUM CORP COM USD0 01	09/22/11	08/16/11	56565A102	\$29.18	133	\$3,880.86	\$5,112.51	(\$1,231.65)	ST

Account carried with National Financial Services LLC, Member
 NYSE, SIPC

Statement for the Period January 1, 2011 to December 31, 2011

BLECHMAN-DAVID FOUNDATION INC - Corporation
 Account Number: DFL-006653

SunTrust Investment Services, Inc.
 A SunTrust Company

REALIZED GAIN (LOSS) LOT DETAIL - YEAR ENDING 2011 > EQUITIES *continued*

Description	Date of Sale	Date Acquired	Symbol/ Cusip	Sales Price/ Share	Quantity	Proceeds	Cost Basis	Realized Holding Gain (Loss)	Period
MICROSOFT CORP	05/23/11	02/28/11	MSFT	\$24.08	523	\$12,593.59	\$13,989.78	(\$1,396.19)	ST
NETFLIX COM INC COM	09/15/11	08/10/11	NFLX	\$171.70	21	\$3,605.63	\$4,930.38	(\$1,324.75)	ST
NETFLIX COM INC COM	09/15/11	08/17/11	NFLX	\$171.70	22	\$3,777.32	\$5,078.48	(\$1,301.16)	ST
		Position Total	NFLX		43	\$7,382.95	\$10,008.86	(\$2,625.91)	
NORFOLK SOUTHERN CRP	08/19/11	02/28/11	NSC	\$63.16	214	\$13,515.98	\$14,030.40	(\$514.42)	ST
OCEANEERING INTL INC	08/05/11	02/28/11	OIL	\$36.56	336	\$12,283.92	\$13,877.00	(\$1,593.08)	ST
ORACLE CORPORATION	08/08/11	10/21/10	ORCL	\$26.97	322	\$8,684.17	\$9,263.94	(\$579.77)	ST
PEPSICO INC	09/27/11	06/14/10	PEP	\$63.04	93	\$5,862.60	\$5,932.46	(\$69.86)	LT
PEPSICO INC	04/11/11	06/14/10	PEP	\$66.04	73	\$4,820.82	\$4,656.66	\$164.16	ST
		Position Total	PEP		166	\$10,683.42	\$10,589.12	\$94.30	
PFIZER INC	09/16/11	06/14/10	PFE	\$18.5411	682	\$12,644.78	\$10,502.79	\$2,141.99	LT
PINNACLE WEST CAP CP	08/04/11	06/14/11	PNW	\$40.0073	241	\$9,641.57	\$10,459.40	(\$817.83)	ST
PRAXAIR INC	02/28/11	06/14/10	PX	\$99.0059	135	\$13,365.54	\$10,593.99	\$2,771.55	ST
RYDER SYSTEM INC	10/03/11	08/17/11	R	\$36.6105	112	\$4,100.30	\$5,088.71	(\$988.41)	ST
RYDER SYSTEM INC	10/03/11	09/27/11	R	\$36.6105	214	\$7,834.49	\$8,901.97	(\$1,067.48)	ST
		Position Total	R		326	\$11,934.79	\$13,990.68	(\$2,055.89)	
TUPPERWARE BRANDS CORP	10/03/11	09/27/11	TUP	\$51.0705	220	\$11,235.29	\$13,051.65	(\$1,816.36)	ST
UNITED TECHNOLOGIES CORP	08/08/11	06/14/10	UTX	\$71.374	159	\$11,348.25	\$10,717.89	\$630.36	LT

Account carried with Nabral Financial Services LLC, Member
 NYSE, SIPC

Statement for the Period January 1, 2011 to December 31, 2011

BLECHMAN-DAVID FOUNDATION INC - Corporation
 Account Number: DFL-006653

SunTrust Investment Services, Inc.
 A SunTrust Company

REALIZED GAIN (LOSS) LOT DETAIL - YEAR ENDING 2011 > EQUITIES continued

Description	Date of Sale	Date Acquired	Symbol/ Cusip	Sales Price/ Share	Quantity	Proceeds	Cost Basis	Realized Holding Gain (Loss)	Holding Period
UNITEDHEALTH GROUP	10/03/11	06/14/11	UNH	\$43.16	211	\$9,106.58	\$10,455.05	(\$1,348.47)	ST
WELLS FARGO & CO NEW	06/02/11	02/28/11	WFC	\$26.84	214	\$5,743.64	\$6,946.12	(\$1,202.48)	ST
WILLIAMS SONOMA INC	08/08/11	07/08/11	WSM	\$31.4723	366	\$11,518.63	\$13,834.14	(\$2,315.51)	ST
Total Equities					14,538	\$594,093.74	\$603,134.97	(\$9,041.23)	

Unrealized Gain (Loss) Lot Detail - Year Ending 2011

NFS-provided cost basis, realized gain (loss) and holding period information may not reflect all adjustments necessary for your tax reporting purposes. Please refer to Footnotes and Cost Basis Information at the end of this statement for more information

EQUITIES

Description	Account Type	Date Acquired	Symbol/ Cusip	Price on 12/31/11	Quantity	Market Value	Cost Basis/ Proceeds	Unrealized Gain (Loss)	Holding Period
AT&T INC COM	CASH	06/14/10	T	\$30.24	417	\$12,610.08	\$10,646.01	\$1,964.07	LT
AMERISOURCEBERGEN CORP	CASH	02/28/11	ABC	\$37.19	371	\$13,797.49	\$14,052.74	(\$255.25)	ST
APPLE INC	CASH	06/14/10	AAPL	\$405	41	\$16,605.00	\$10,596.45	\$6,008.55	LT
APPLE INC	CASH	04/06/11	AAPL	\$405	41	\$16,605.00	\$13,877.27	\$2,727.73	ST
	Position Total		AAPL		82	\$33,210.00	\$24,473.72	\$8,736.28	
BARCLAYS BANK PLC IPATH GS CRUDE OIL TOTAL RET INDEX ETN	CASH	12/08/11	OIL	\$25.12	358	\$8,992.96	\$8,999.51	(\$6.55)	ST
08/14/2036 CALLABLE NOT RATED									
BARCLAYS BANK PLC IPATH ETN	CASH	10/03/11	COW	\$29.76	308	\$9,166.08	\$9,594.20	(\$428.12)	ST
22/10/37 DJ UBS LIVESTOCK SUB CALLABLE NOT RATED									

Account carried with National Financial Services LLC, Member
 NYSE, SIPC

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only
 All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print <small>File by the due date for filing your return. See instructions.</small>	Name of exempt organization BLECHMAN-DAVID FOUNDATION INC	Employer identification number 54-1839135
	Number, street, and room or suite no. If a P.O. box, see instructions 739 THIMBLE SHOALS BLVD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEWPORT NEWS VA 23606-3562	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ **E D DAVID**
 Telephone No ▶ **757-595-4500** FAX No ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUG 15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year 2011 or
 ▶ tax year beginning _____, 20____, and ending _____, 20____

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 800.
b If this application is for Form 990-PF or 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 800.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing your return See instructions	Name of exempt organization BLECHMAN-DAVID FOUNDATION INC	Employer identification number 54-1839135
	Number, street, and room or suite no If a P O box, see instructions. 739 THIMBLE SHOALS BLVD	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. NEWPORT NEWS VA 23606-3562	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **E D DAVID**
Telephone No **757-595-4500** FAX No _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOV 15, 2012

5 For calendar year 2011, or other tax year beginning _____, 20____, and ending _____, 20____

6 If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return
 Change in accounting period

7 State in detail why you need the extension THE FOUNDATION STILL HAS NOT RECEIVED ALL THE NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE TAX RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a \$	800.
8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	1,181.
8c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions .	8c \$	

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature Title Date