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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

HJH Foundation

Number and street (or P O box number if mail is not delivered to street address)

P.O. Box 228

City or town

Forest

State ZIP code

VA 24551

G Check all that apply

 Initial return Final return Address change Initial Return of a former public charity Amended return Name change

H Check type of organization

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)J Accounting method. Cash Accrual► \$ **668,038.** Other (specify)

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and**Expenses** (The total of amounts in
columns (b), (c), and (d) may not neces-
sarily 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)
1	Contributions, gifts, grants, etc, received (att sch)	98,743.			
2	Ck ► <input type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	9,136.	9,136.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain			1,754.	
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)				
	MISCELLANEOUS	367.			
12	Total. Add lines 1 through 11	108,246.	9,136.	1,754.	
ADMINISTRATIVE OPERATING AND EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	125.			
	b Accounting fees (attach sch) L-16b Stmt	2,000.	1,000.		
	c Other prof fees (attach sch)				
17	Interest				
18	Taxes (attach schedule)(see instrs) FEDERAL TAXES	174.	174.		
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
	Licenses	25.	25.		
24	Total operating and administrative expenses. Add lines 13 through 23	2,324.	1,199.		
25	Contributions, gifts, grants paid	77,650.			77,650.
26	Total expenses and disbursements. Add lines 24 and 25	79,974.	1,199.		77,650.
27	Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	28,272.			
	b Net investment income (if negative, enter -0-)		7,937.		
	c Adjusted net income (if negative, enter -0-)			1,754.	

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			
	2	Savings and temporary cash investments	35,270.	30,890.	30,890.
	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	300.	126.	126.
	10a	Investments – U.S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) L-10b Stmt	769,002.	712,535.	462,022.
	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) L-13 Stmt	125,000.	175,000.	175,000.	
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)	929,572.	918,551.	668,038.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	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)			
NET ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24	Unrestricted	929,572.	918,551.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	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)	929,572.	918,551.	
	31	Total liabilities and net assets/fund balances (see instructions)	929,572.	918,551.	

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	929,572.
2	Enter amount from Part I, line 27a	2	28,272.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	957,844.
5	Decreases not included in line 2 (itemize) ► Net Capital loss on sale of investments	5	39,293.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	918,551.

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 3000SHRS STELLARONE CORP		D	12/04/06	09/08/11
b 1000SHRS CNO FNL CORP		P	09/18/09	05/24/11
c 100SHRS IDT CORP		D	04/28/11	05/02/11
d 1000SHRS TRIANGLE CAPITAL CORP		P	09/08/11	12/09/11
e See Columns (a) thru (d)				
(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 33,377.		77,892.	-44,515.	
b 7,381.		5,912.	1,469.	
c 2,792.		2,858.	-66.	
d 17,718.		17,223.	495.	
e See Columns (e) thru (h)		0.	1,325.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			-44,515.	
b			1,469.	
c			-66.	
d			495.	
e See Columns (i) thru (l)			1,325.	
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	-41,292.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).		3	1,754.	
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				

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	94,352.	695,703.	0.135621
2009	120,278.	653,258.	0.184120
2008	165,754.	613,018.	0.270390
2007	157,288.	494,637.	0.317987
2006	140,875.	636,184.	0.221438

2 Total of line 1, column (d)	2	1.129556
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	0.225911
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	738,194.
5 Multiply line 4 by line 3	5	166,766.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	79.
7 Add lines 5 and 6	7	166,845.
8 Enter qualifying distributions from Part XII, line 4	8	77,650.

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

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

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	1 159.	
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-)		
3	Add lines 1 and 2	2 0.	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	3 159.	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	4 0.	
6	Credits/Payments:	5 159.	
a	2011 estimated tax pmts and 2010 overpayment credited to 2011	RECEIVED	6a 126.
b	Exempt foreign organizations – tax withheld at source	IRS-OSC	6b
c	Tax paid with application for extension of time to file (Form 8868)	OGDEN, UT	6c
d	Backup withholding erroneously withheld		6d
7	Total credits and payments Add lines 6a through 6d	7 126.	
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 33.	
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

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?

	Yes	No
1a		X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

1b	X
----	---

If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file **Form 1120-POL** for this year?

1c	X
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d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If 'Yes,' attach a detailed description of the activities.

2	X
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3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes

3	X
---	---

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a	X
----	---

b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

4b	
----	--

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5	X
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If 'Yes,' attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6	X
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7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

7	X
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8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► _____

8b	X
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b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation

9	X
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9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

10	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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address	13	<input checked="" type="checkbox"/>
14	The books are in care of ► <u>Jimmy N. Thomas, Jr</u> Telephone no ► <u>(434) 525-1028</u> Located at ► <u>1055 Fallen Oaks Lane</u> <u>Lynchburg</u> <u>VA</u> ZIP + 4 ► <u>24503</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	15	<input type="checkbox"/>
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	<input checked="" type="checkbox"/>
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<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
1b	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)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>	
1c	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?		<input checked="" type="checkbox"/>
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.)		
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)		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		<input checked="" type="checkbox"/>
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?		<input checked="" type="checkbox"/>

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))?

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(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)

(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 Yes No Yes No Yes No Yes Nob 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?

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

 Yes No

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870.

6b**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
<u>Jimmy N. Thomas, Jr</u> 1055 Fallen Oaks Lynchburg VA 24503	President 1.00	0.	0.	0.
<u>Rhonda P. Thomas</u> 1055 Fallen Oaks Lynchburg VA 24503	Sec./Treas 1.00	0.	0.	0.
<u>Jimmy N. Thomas, Sr</u> 1101 Fallen Oaks Lynchburg VA 24503	Director 0.25	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
<u>NONE</u>				
<u>0</u>				

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		

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	-----	
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	_____	_____
	_____	_____
2	_____	_____
	_____	_____
All other program-related investments See instructions		
3	_____	_____
	_____	_____
Total. Add lines 1 through 3		►

All other program-related investments See instructions

3

Total. Add lines 1 through 3

BAA

Form 990-PF (2011)

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
 - b Average of monthly cash balances
 - c Fair market value of all other assets (see instructions)
 - d **Total** (add lines 1a, b, and c)
 - e Reduction claimed for blockage or other factors reported on lines 1a and 1c
(attach detailed explanation)
- 2 Acquisition indebtedness applicable to line 1 assets
- 3 Subtract line 2 from line 1d
- 4 Cash deemed held for charitable activities Enter 1-1/2% of line 3
(for greater amount, see instructions)
- 5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4
- 6 **Minimum investment return.** Enter 5% of line 5

1a	541,231.
1b	33,079.
1c	175,126.
1d	749,436.
1e	
2	
3	749,436.
4	11,242.
5	738,194.
6	36,910.

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

1	36,910.
2a	159.
2b	
2c	159.
3	36,751.
4	
5	36,751.
6	
7	36,751.

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

1a	77,650.
1b	
2	
3a	
3b	
4	77,650.
5	0.
6	77,650.

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				36,751.
2 Undistributed income, if any, as of the end of 2011.				
a Enter amount for 2010 only				0.
b Total for prior years: 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006	109,225.			
b From 2007	132,816.			
c From 2008	165,754.			
d From 2009	120,278.			
e From 2010	94,352.			
f Total of lines 3a through e	622,425.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 77,650.				
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				
e Remaining amount distributed out of corpus	77,650.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	36,751.			36,751.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	663,324.			
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)	72,474.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	590,850.			
10 Analysis of line 9				
a Excess from 2007	132,816.			
b Excess from 2008	165,754.			
c Excess from 2009	120,278.			
d Excess from 2010	94,352.			
e Excess from 2011	77,650.			

BAA

Form 990-PF (2011)

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

N/A

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling				►																																											
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/>	4942(j)(3) or	<input type="checkbox"/>	4942(j)(5)																																								
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				<table border="1"> <thead> <tr> <th>Tax year</th> <th colspan="3">Prior 3 years</th> </tr> <tr> <th>(a) 2011</th> <th>(b) 2010</th> <th>(c) 2009</th> <th>(d) 2008</th> </tr> </thead> <tbody> <tr><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td></tr> </tbody> </table>			Tax year	Prior 3 years			(a) 2011	(b) 2010	(c) 2009	(d) 2008																																	(e) Total
Tax year	Prior 3 years																																															
(a) 2011	(b) 2010	(c) 2009	(d) 2008																																													
b	85% of line 2a																																															
c	Qualifying distributions from Part XII, line 4 for each year listed																																															
d	Amounts included in line 2c not used directly for active conduct of exempt activities																																															
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c																																															
3	Complete 3a, b, or c for the alternative test relied upon																																															
a	'Assets' alternative test – enter:																																															
(1)	Value of all assets																																															
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)																																															
b	'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed																																															
c	'Support' alternative test – enter																																															
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)																																															
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)																																															
(3)	Largest amount of support from an exempt organization																																															
(4)	Gross investment income																																															

Part XV: Supplementary Information (Complete this part only if the organization 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).)

Jimmy N. Thomas, Sr.

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

None

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

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

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

**Jimmy N. Thomas, Jr
1055 Fallen Oak Lane
Lynchburg**

VA 24503

(434) 525-1028

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

Typed Description of Charitable Christian Activities

c Any submission deadlines:

None

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

None

Part XVI. Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Timberlake Christian School 202 HOIZON DRIVE FOREST VA 24551		501(c) (3)	To promote the word of Christ	2,980.
Fellowship of Christian Athletes 8701 LEEDS RD KANSAS CITY MO 64129		501(c) (3)	To promote the word of christ	2,500.
Bridging The World P.O. BOX 3504 WINCHESTER VA 22604		501(c) (3)	To promote the word of christ	15,100.
Liberty University 1971 UNIV BLVD LYNCHBURG VA 24502		501(c) (3)	To promote the word of christ	11,000.
Foundation for Hope 1426 Founding Way Road Bedford VA 24523		501(c) (3)	To promote the word of christ	500.
Team Genesis P.O. Box 11853 Lynchburg VA 24506		501(c) (3)	To promote the word of christ.	1,250.
Thomas Road Baptist Church 1971 UNIV BLVD LYNCHBURG VA 24502		501(c) (3)	To promote the word of christ.	1,250.
Smaritan's Purse P.O. Box 3000 Boone NC 28607		501(c) (3)	To promote the word of christ.	1,000.
Global Wellness Ministries P.O. Box 7 Glendora NJ 08029		501(c) (3)	To promote the word of christ.	6,000.
See Line 3a statement				36,070.
Total			► 3a	77,650.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

	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					
4 Dividends and interest from securities					
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					
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)					9,136.

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

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

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

Department of the Treasury
Internal Revenue Service

OMB No. 1545-0047

Schedule of Contributors

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

2011

Name of the organization

HJH Foundation

Employer identification number

54-2009003

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,
990EZ, or 990-PF.**

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

Name of organization

HJH Foundation

Employer identification number

54-2009003**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
<u>1</u>	JIMMY N. AND RHONDA THOMAS JR 1055 FALLEN OAKS LANE LYNCHBURG VA 24503	\$ <u>45,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>2</u>	TTL FOUNDATION 1167 PRESIDENTIAL CIRCLE FOREST VA 24551	\$ <u>50,000.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u> </u>	<u> </u>	\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u> </u>	<u> </u>	\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u> </u>	<u> </u>	\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u> </u>	<u> </u>	\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u> </u>	<u> </u>	\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u> </u>	<u> </u>	\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u> </u>	<u> </u>	\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

HJH Foundation

Employer identification number

54-2009003

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	NOTE RECEIVABLE DUE FROM AMERICAN ALLIANCE & FUNDING GROUP, LLC	\$ 50,000.	05/07/11
		\$	
		\$	
		\$	
		\$	
		\$	

BAA

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(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)
50 CALLS - GNW	P	11/19/11	10/21/11
10 CALLS - EMC	P	11/19/11	10/18/11
10 CALLS - TCAP	P	09/09/11	10/22/11

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (h)

(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)
484.		0.	484.
377.		0.	377.
464.		0.	464.
Total		0.	1,325.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned
by the foundation on 12/31/69

(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	(l) Gains (column (h)) gain minus column (k), but not less than -0-) or losses (from column (h))
			484.
			377.
			464.
Total			1,325.

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	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year Phantom Ranch W309 S10910 Hwy. I Mukwonago WI 53149		501(c)(3)	To promote the word of christ.	Person or Business <input checked="" type="checkbox"/> 100.

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

Continued

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
<u>Wheel Power</u> <u>P.O. Box 4791</u> <u>LYNCHBURG VA 24502</u>		<u>501(c) (3)</u>	<u>To promote the word of christ.</u>	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>Hope of Life International</u> <u>85 Whipple Street</u> <u>providence RI 02908</u>		<u>501(c) (3)</u>	<u>TO PROMOTE THE WORD OF CHRIST</u>	Person or Business <input checked="" type="checkbox"/> 500.
<u>Northland International Univ.</u> <u>1411 Ellis Ave.</u> <u>Ashland WI 54806</u>		<u>501(c) (3)</u>	<u>TO PROMOTE THE WORD OF CHRIST</u>	Person or Business <input checked="" type="checkbox"/> 500.
<u>Grace Bible Church</u> <u>700 Anderson Street</u> <u>College Station TX 77840</u>		<u>501(c) (3)</u>	<u>TO PROMOTE THE WORD OF CHRIST</u>	Person or Business <input checked="" type="checkbox"/> 892.
<u>Lyberty Godparent Home</u> <u>124 Liberty Mountain Dr.</u> <u>LYNCHBURG VA 24502</u>		<u>501(c) (3)</u>	<u>SAVE LIVES</u>	Person or Business <input checked="" type="checkbox"/> 100.
<u>Timberlake Baptist Church</u> <u>21395 Timberlake Rd.</u> <u>Lynchburg VA 24502</u>		<u>501(c) (3)</u>	<u>TO PROMOTE THE WORD OF CHRIST</u>	Person or Business <input checked="" type="checkbox"/> 25,530.
<u>Allow the Chrlidren</u> <u>1969 Bethel Church Road</u> <u>Forest VA 24551</u>		<u>501(c) (3)</u>	<u>TO PROMOTE THE WORD OF CHRIST</u>	Person or Business <input checked="" type="checkbox"/> 3,448.
<u>WHEEL POWER</u> <u>P.O. BOX 4791</u> <u>LYNCHBURG VA 24502</u>		<u>501(c) (3)</u>	<u>To promote the word of Christ</u>	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>OTAN</u> <u>P.O. BOX 2440</u> <u>WINCHESTER VA 22604</u>		<u>501(c) (3)</u>	<u>TO PROMOTE THE WORD OF CHRIST</u>	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>TEMPLE BAPTIST CHURCH</u> <u>P.O. BOX 970</u> <u>MADISON HEIGHTS VA 24572</u>		<u>501(c) (3)</u>	<u>TO PROMOTE THE WORD OF CHRIST</u>	Person or Business <input checked="" type="checkbox"/> 2,000.

Total

36,070.Form 990-PF, Page 1, Part I
Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
<u>HUGH JONES</u>	<u>LEGAL</u>	<u>125.</u>			

Total 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
Jeffrey R. Rogers	Accounting & Tax	2,000.	1,000.		
Total		<u>2,000.</u>	<u>1,000.</u>		

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
41SHS Time Warner Cable	2,600.	2,606.
166shs Time Warner Inc.	10,777.	5,999.
650shs ARES Capital	29,034.	10,043.
1000sh Mannkind Corp	12,651.	2,500.
1500sh EMC Corp	36,778.	32,310.
259sh Intel	9,120.	6,281.
312sh JDS Uniphase	31,433.	3,257.
200shs Citigroup Inc.	6,518.	5,262.
1000sh Pfizer Inc.	37,996.	21,640.
5000shs Genworth Financial	7,535.	32,750.
3973sh Bank Of Carolinas	44,418.	1,112.
750sh Texas Instruments	24,517.	21,833.
18,770shs StellarOne Corp.	301,310.	213,603.
15shs AOL Inc.	0.	227.
2274sh American Capital	38,277.	15,304.
1000sh Annaly Capital Management	17,021.	15,960.
500sh BB&T	8,614.	12,585.
3000shs CNO Financial Group, Inc.	17,735.	18,930.
10000sh Sirius XM Radio	29,636.	18,200.
1000sh Tri Continental Corp.	19,228.	14,230.
1000sh Human Genome Sciences	27,337.	7,390.
Total	<u>712,535.</u>	<u>462,022.</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
ROYALTY AGREEMENT - AMERICAN ALLIANCE FINANCIAL	175,000.	175,000.
Total	<u>175,000.</u>	<u>175,000.</u>