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Form 990-PF

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

OMB No 1545-0052

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 01-01-2011, and ending 12-31-2011

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

Name of foundation: THE JOTOM FOUNDATION; Employer identification number: 54-2014304; Telephone number: (757) 255-0846; City: SUFFOLK, VA 23434; Accounting method: Cash

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 page 11 of the instructions))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), ending with Excess of revenue over expenses and disbursements (-21,727) and Adjusted net income (20,239).

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		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	100,640	107,548	107,548	
	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 page 15 of 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 government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	746,934 <input type="checkbox"/>	685,035	685,035	
	c Investments—corporate bonds (attach schedule)	527,877 <input type="checkbox"/>	353,062	353,062	
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)		<input type="checkbox"/> 106,924	106,924	
	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)	1,375,451	1,252,569	1,252,569		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶ _____)				
	23 Total liabilities (add lines 17 through 22)		0		
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, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	1,375,451	1,252,569		
	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 page 17 of the instructions)	1,375,451	1,252,569			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,375,451	1,252,569			

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	1,375,451
2	Enter amount from Part I, line 27a	2	-21,727
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	1,353,724
5	Decreases not included in line 2 (itemize) ▶ _____ <input type="checkbox"/>	5	101,155
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,252,569

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	36,547
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 pages 13 and 17 of the 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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010			
2009			
2008			
2007			
2006			
2	Total of line 1, column (d).		2
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
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.		4
5	Multiply line 4 by line 3.		5
6	Enter 1% of net investment income (1% of Part I, line 27b).		6
7	Add lines 5 and 6.		7
8	Enter qualifying distributions from Part XII, line 4.		8

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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 instructions)		
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	1,136
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	
3	Add lines 1 and 2.	3	1,136
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	1,136
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	26
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,162
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?		No
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
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 on page 27)? <i>If "Yes," complete Part XIV</i>	Yes	
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

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 page 20 of the instructions).	11		No
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14 The books are in care of BOYCE SPADY & MOORE PLC Telephone no (757) 539-2953 Located at 1013 W WASHINGTON ST Suffolk VA ZIP+4 23434			
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 the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country N/A			

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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b			No
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c			No
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 page 20 of the instructions).	2b			No
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b			No
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b			No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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 page 22 of the instructions). . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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 page 22 of the instructions)? 5b <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes" to 6b, file Form 8870.</i></p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>		
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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 page 22 of the instructions).

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

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 page 23 of 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 information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 Cash donations to Boy Scouts of America	75,000
2 Cash donations to WHRO, a public broadcasting station	1,200
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the 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 page 24 of the instructions	
3	

Total. Add lines 1 through 3. ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,254,011
b	Average of monthly cash balances.	1b	49,683
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,303,694
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	1,303,694
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	19,555
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,284,139
6	Minimum investment return. Enter 5% of line 5.	6	64,207

Part XI Distributable Amount (see page 25 of the 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	
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	

Part XII Qualifying Distributions (see page 25 of the 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	76,200
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	76,200
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 page 26 of the instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	76,200

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ _____				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).				
d Applied to 2011 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2007.				
b Excess from 2008.				
c Excess from 2009.				
d Excess from 2010.				
e Excess from 2011.				

Part XIV Private Operating Foundations (see page 27 of the 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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(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	20,239	32,522	44,940	40,367	138,068
b 85% of line 2a	17,203	27,644	38,199	34,312	117,358
c Qualifying distributions from Part XII, line 4 for each year listed	76,200	52,898	52,262	102,389	283,749
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	76,200	52,898	52,262	102,389	283,749
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets	1,252,569	1,375,451	1,313,212	1,182,615	5,123,847
(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.					0
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 organization had \$5,000 or more in assets at any time during the year—see page 27 of the 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))

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

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 page 28 of the 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

JOSHUA PRETLOW
 200 NORTH MAIN STREET
 SUFFOLK, VA 23434
 (757) 539-3488

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

NONE

Part XV **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 <i>Paid during the year</i> WHRO 5200 HAMPTON BOULEVARD NORFOLK, VA 23508	NONE	501C3	PROMOTION OF QUALITY PROGRAMING FOR PUBLIC TELEVISION VIEWERS	1,200
COLONIAL VIRGINIA COUNCIL-BSA 11725 JEFFERSON AVENUE NEWPORT NEWS, VA 23606	NONE	501c3	LOCAL VIRGINIA COUNCIL THAT PROMOTES QUALITY YOUTH PROGRAMS FOR BOYS	75,000
Total			3a	76,200
b <i>Approved for future payment</i>				
Total			3b	

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code...
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash.
(2) Other assets.
b Other transactions
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.
d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

b If "Yes," complete the following schedule
(a) Name of organization (b) Type of organization (c) Description of relationship

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

Signature of officer or trustee: ***** Date: 2012-05-11 Title: *****

Sign Here

Paid Preparer's Use Only

Preparer's Signature: Robert M Moore Jr, Date, Check if self-employed [x], PTIN, Firm's name: BOYCE SPADY & MOORE PLC, Firm's address: 1013 W Washington Street, Suffolk, VA 23434, Firm's EIN, Phone no: (757) 539-2953

May the IRS discuss this return with the preparer shown above? See instructions [x] Yes [] No

Additional Data

Software ID: 11000144

Software Version: 2011v1.2

EIN: 54-2014304

Name: THE JOTOM FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
SUNTRUST L/T CAPITAL GAINS/LOSSES	P	2000-01-01	2011-01-01
SUNTRUST S/T CAPITAL GAINS/LOSSES	P	2011-01-01	2011-01-01
SENTINEL SMALL CO-L/T CAP GAIN DIST	P	2000-01-01	2011-12-29
JANUS PERKINS SMALL CP-L/T CAP GAIN DIST	P	2000-01-01	2011-12-23
NEUBERGER BERMAN HI INC-S/T CAP GAIN DIS	P	2011-01-01	2011-12-22
NEUBERGER BERMAN HI INC-L/T CAP GAIN DIS	P	2000-01-01	2011-12-22
ABERDEEN EQTY LONG/SHT-L/T CAP GAIN DIST	P	2000-01-01	2011-12-21
TEMPLETON GLBL-L/T CAP GAIN DIST	P	2000-01-01	2011-12-19
RIDGWORTH BD FD #RGCF-S/T CAP GAIN DIST	P	2011-01-01	2011-12-16
RIDGWORTH BD FD #RGCF-L/T CAP GAIN DIST	P	2000-01-01	2011-12-16
MANNING&NAPIER WRLD OPTYS-L/T CAP GN DIS	P	2000-01-01	2011-12-16
FORUM ABSOLUTE STRAT-L/T CAP GAIN DIST	P	2000-01-01	2011-12-14
SCHRODER US SM/MD CAP-L/T CAP GAIN DIST	P	2000-01-01	2011-12-12
PIMCO INVT GD COPR BD-S/T CAP GAIN DIST	P	2011-01-01	2011-12-08
PIMCO INVT GD COPR BD-L/T CAP GAIN DIST	P	2000-01-01	2011-12-08
PIMCO COMMOD RLRTN STRAT-S/T CAP GAIN DI	P	2011-01-01	2011-12-08
PIMCO COMMOD RLRTN STRAT-L/T CAP GAIN DI	P	2000-01-01	2011-12-08
PIMCO LOW DURATION-L/T CAP GAIN DIST	P	2000-01-01	2011-12-08
MANNING&NAPIER WRLD OPTYS-S/T CAP GN DIS	P	2011-01-01	2011-09-16
MANNING&NAPIER WRLD OPTYS-L/T CAP GN DIS	P	2000-01-01	2011-09-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - 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)
407,918		376,519	31,399
128,306		138,983	-10,677
2,152			2,152
1,567			1,567
29			29
151			151
254			254
456			456
1,717			1,717
1,981			1,981
4,597			4,597
371			371
197			197
316			316
1,021			1,021
416			416
99			99
1			1
306			306
194			194

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			31,399
			-10,677
			2,152
			1,567
			29
			151
			254
			456
			1,717
			1,981
			4,597
			371
			197
			316
			1,021
			416
			99
			1
			306
			194

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOSHUA PRETLOW JR 200 NORTH MAIN STREET SUFFOLK,VA 23434	Director 0 00	0		
WILLIAM T SPENCE JR 1795 CHERRY GROVE ROAD SUFFOLK,VA 23432	Director 0 00	0		
JENNIFER S SPENCE 1795 CHERRY GROVE ROAD SUFFOLK,VA 23432	Director 0 00	0		
LINDA J SPENCE 1795 CHERRY GROVE ROAD SUFFOLK,VA 23432	Director 0 00	0		
WILLIAM T SPENCE 1795 CHERRY GROVE ROAD SUFFOLK,VA 23432	Chairman 0 00	0		

TY 2011 Accounting Fees Schedule

Name: THE JOTOM FOUNDATION

EIN: 54-2014304

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOYCE, SPADY & MOORE PLC	1,905	0	0	0

**TY 2011 Investments Corporate
Bonds Schedule**

Name: THE JOTOM FOUNDATION

EIN: 54-2014304

Software ID: 11000144

Software Version: 2011v1.2

Name of Bond	End of Year Book Value	End of Year Fair Market Value
See Attached SunTrust IMA Schedule	353,062	353,062

**TY 2011 Investments Corporate
Stock Schedule**

Name: THE JOTOM FOUNDATION

EIN: 54-2014304

Software ID: 11000144

Software Version: 2011v1.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
See Attached SunTrust IMA Schedule	685,035	685,035

TY 2011 Investments - Other Schedule**Name:** THE JOTOM FOUNDATION**EIN:** 54-2014304**Software ID:** 11000144**Software Version:** 2011v1.2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
See Attached SunTrust IMA Schedule	FMV	106,924	106,924

TY 2011 Other Decreases Schedule

Name: THE JOTOM FOUNDATION

EIN: 54-2014304

Software ID: 11000144

Software Version: 2011v1.2

Description	Amount
DEVALUATION OF INVESTMENTS	101,155

TY 2011 Other Expenses Schedule

Name: THE JOTOM FOUNDATION

EIN: 54-2014304

Software ID: 11000144

Software Version: 2011v1.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REGISTRATION FEE	25			
FOREIGN TAXES PAID	19	19	19	
ADMINISTRATION FEES ON INVESTMENTS	17,681	17,681	17,681	

TY 2011 Taxes Schedule

Name: THE JOTOM FOUNDATION

EIN: 54-2014304

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAX-2010 RETURN	383			



Interest Bearing Deposits

Statement Period

January 1, 2011 - December 31, 2011

Account Number

7035769

Account Statement

Page 3 of 130

THE JOTOM FOUNDATION IMA

Portfolio Detail

ASSET DESCRIPTION	NO. OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
INCOME PORTFOLIO								
Short Term Investments								
<i>Short Term Investment Funds</i>								
FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP 609068DF5	16,778 760	1.000	16,778 76	1.43	16,778 76	1	0.09	0.01
Total Short Term Investment Funds			\$16,778.76	1.43%	\$16,778.76	\$1	\$0.09	0.00%
Total Short Term Investments			\$16,778.76	1.43%	\$16,778.76	\$1	\$0.09	0.00%
Total Income Portfolio			\$16,778.76	1.43%	\$16,778.76	\$1	\$0.09	0.00%
PRINCIPAL PORTFOLIO								
Short Term Investments								
<i>Short Term Investment Funds</i>								
FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP 609068DF5	14,282 950	1.000	14,282 95	1.21	14,282 95	1	0.32	0.01
Total Short Term Investment Funds			\$14,282.95	1.21%	\$14,282.95	\$1	\$0.32	0.00%
Total Short Term Investments			\$14,282.95	1.21%	\$14,282.95	\$1	\$0.32	0.00%

= 31,061.71

Checking Account

Total Interest bearing deposits

107,547.13

2,290 951

8 910

20,000 00

1,489

7 63

7 29

Bonds
Mutual Funds-Fixed Income
NEUBERGER BERMAN INCOME FDS
HIGH INCOME BD FD CL INSTL
CUSIP 64128K868 BOND RATING N/A
YIELD TO MATURITY 0.000



Statement Period
January 1, 2011 - December 31, 2011

Account Number
7035769

Account Statement

Page 4 of 130

THE JOTOM FOUNDATION IMA

Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
Bonds - continued								
PIMCO FDS LOW DURATION FD INSTL CL CUSIP-693390304 BOND RATING N/A YIELD TO MATURITY 0.000	5,136,599	10.290	52,855.60	4.49	53,472.00	1,135	105.69	2.15
PIMCO FDS PAC INVT MGMT SER INVT GRADE CORP BD FD INSTL CL CUSIP 722005816 BOND RATING N/A YIELD TO MATURITY 0.000	4,536,549	10.350	46,953.28	3.99	45,547.73	2,481	184.51	5.28
RIDGEWORTH FD-SHORT TERM BD I SHS #RGCX CUSIP 76628T611 BOND RATING N/A YIELD TO MATURITY 0.000	2,876,532	9.920	28,535.20	2.43	27,572.56	627	50.32	2.20
RIDGEWORTH FD-SEIX FLTG RT HIGH INCM I SHS #RGCCJ CUSIP 76628T678 BOND RATING N/A YIELD TO MATURITY 0.000	2,462,717	8.650	21,302.50	1.81	18,356.11	1,214	90.31	5.70
RIDGEWORTH FD-INTERMEDIATE BD I SHS #RGCF CUSIP 76628T702 BOND RATING N/A YIELD TO MATURITY 0.000	10,675,110	10.460	111,661.65	9.49	104,722.83	2,615	175.11	2.34
TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL CUSIP 880208400 BOND RATING N/A YIELD TO MATURITY 0.000	5,767,319	12.370	71,341.74	6.07	74,381.84	3,656	0.00	5.13
Total Mutual Funds-Fixed Income			\$353,062.34	30.02%	\$344,053.07	\$13,218	\$613.57	3.74%
Total Bonds			\$353,062.34	30.02%	\$344,053.07	\$13,218	\$613.57	3.74%

Total Bonds

Common Stocks

Energy



Statement Period

January 1, 2011 - December 31, 2011

Account Number

7035769

Account Statement

Page 5 of 130

THE JOTOM FOUNDATION IMA

Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
Common Stocks - continued								
APACHE CORP COM Symbol APA.CUSIP:037411105	88,000	90.560	7,971.04	0.68	5,600.89	52	0.00	0.66
CAMERON INTL CORP COM Symbol CAM.CUSIP:13342B105	140,000	49.190	6,886.60	0.59	5,914.61	0	0.00	0.00
CHEVRON CORP COM Symbol CVX.CUSIP:166764100	116,000	106.400	12,342.40	1.05	6,955.25	375	0.00	3.04
NATIONAL OILWELL VARCO INC COM Symbol NOV.CUSIP:637071101	130,000	67.990	8,898.70	0.75	8,172.88	62	0.00	0.71
OCCIDENTAL PETE CORP COM Symbol OXY.CUSIP:674599105	141,000	93.700	13,211.70	1.12	9,821.79	259	64.86	1.96
SCHLUMBERGER LTD COM Symbol SLB.CUSIP:806857108	156,000	68.310	10,656.36	0.91	9,475.20	156	39.00	1.46
WILLIAMS COS INC COM Symbol WMB.CUSIP:969457100	240,000	33.020	7,924.80	0.67	5,736.28	240	0.00	3.03
Total Energy			\$67,831.60	5.77%	\$51,676.90	\$1,146	\$103.86	1.69%
Materials								
FREEPORT-MCMORAN COPPER & GOLD INC COM Symbol FCX.CUSIP:35671D857	114,000	36.790	4,194.06	0.36	2,915.78	114	0.00	2.72



Statement Period
January 1, 2011 - December 31, 2011

Account Number
7035769

Account Statement
Page 6 of 130

THE JOTOM FOUNDATION IMA

Portfolio Detail

ASSET DESCRIPTION	NO. OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
Common Stocks - continued								
PRAXAIR INC COM Symbol: PX CUSIP 74005P104	54 000	106 900	5,772 60	0 49	2,847 77	108	0 00	1 87
Total Materials			\$9,966.66	0.85%	\$5,763.55	\$222	\$0.00	2.22%
<i>Industrials</i>								
ABB LTD SWITZERLAND SPONS ADR Symbol: ABB CUSIP 000375204	327 000	18 830	6,157.41	0 52	5,161 35	220	0 00	3 57
BE AEROSPACE INC COM Symbol: BEAV CUSIP 073302101	215 000	38 710	8,322.65	0 71	7,593 93	0	0 00	0 00
EMERSON ELEC CO COM Symbol: EMR CUSIP 291011104	123 000	46 590	5,730 57	0 49	4,677 73	196	0 00	3 43
FLOWSERVE CORP COM Symbol: FLS CUSIP 34354P105	60 000	99 320	5,959 20	0 51	5,381 75	76	19 20	1 29
FLUOR CORP COM NEW Symbol: FLR CUSIP 343412102	108 000	50 250	5,427 00	0 46	5,470 22	54	13 50	0 99
GENERAL ELEC CO COM Symbol: GE CUSIP 369604103	403 000	17 910	7,217 73	0 61	5,782 80	274	68 51	3 80
HUNT J B TRANS SVCS INC COM Symbol: JBHT CUSIP 445658107	151 000	45 070	6,805 57	0 58	5,400.91	78	0 00	1 15
PACCAR INC COM Symbol: PCAR CUSIP 693718108	105 000	37 470	3,934 35	0 33	3,529 53	75	73 50	1 92



Statement Period

January 1, 2011 - December 31, 2011

Account Number

7035769

Account Statement

Page 7 of 130

THE JOTOM FOUNDATION IMA

Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
Common Stocks - continued								
QUANTA SVCS INC COM Symbol PWR CUSIP 74762E102	210 000	21 540	4,523 40	0 38	4,629 45	0	0 00	0 00
UNION PACIFIC CORP COM Symbol UNP CUSIP 907818108	59 000	105 940	6,250 46	0 53	3,627 07	141	35 40	2 26
UNITED PARCEL SVC INC CL B COM Symbol UPS CUSIP 911312106	66 000	73 190	4,830 54	0 41	3,535 67	137	0 00	2 84
Total Industrials			\$65,158.88	5.53%	\$54,790.41	\$1,254	\$210.11	1.92%
Consumer Discretionary								
AMAZON INC COM Symbol AMZN CUSIP 023135106	40 000	173 100	6,924 00	0 59	5,414 29	0	0 00	0 00
COACH INC COM Symbol COH CUSIP 189754104	116 000	61 040	7,080 64	0 60	4,335 10	104	26 10	1 47
DARDEN RESTAURANTS INC COM Symbol DRI CUSIP 237194105	110 000	45 580	5,013 80	0 43	5,021 31	189	0 00	3 77
HOME DEPOT INC COM Symbol HD CUSIP 437076102	237 000	42 040	9,963 48	0 85	6,143 29	274	0 00	2 76
MACY'S INC COM Symbol M CUSIP 55616P104	250 000	32 180	8,045 00	0 68	6,206 13	100	25 00	1 24
WALT DISNEY CO COM Symbol DIS CUSIP 254687106	255 000	37 500	9,562 50	0 81	7,385 97	153	153 00	1 60



Account Statement

Page 8 of 130

Statement Period
January 1, 2011 - December 31, 2011

Account Number
7035769

THE JOTOM FOUNDATION IMA

Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
Common Stocks - continued								
WHIRLPOOL CORP COM Symbol WHR CUSIP. 963320106	90 000	47 450	4,270 50	0 36	6,157 63	180	0 00	4 21
Total Consumer Discretionary			\$50,859.92	4.32%	\$40,663.72	\$1,001	\$204.10	1.96%
Consumer Staples								
CVS CAREMARK CORP COM Symbol CVS CUSIP 126650100	198 000	40 780	8,074 44	0 69	5,910 15	128	0 00	1 59
GENERAL MILLS INC COM Symbol GIS CUSIP 370334104	120 000	40 410	4,849 20	0 41	4,685 34	146	0 00	3 02
PEPSICO INC COM Symbol PEP CUSIP 713448108	135 000	66 350	8,957 25	0 76	7,252 60	278	69 53	3 10
PHILIP MORRIS INTL COM Symbol PM CUSIP. 718172109	184 000	78 480	14,440 32	1 23	9,323 47	566	141 68	3 92
PROCTER & GAMBLE CO COM Symbol PG CUSIP 742718109	150 000	66 710	10,006 50	0 85	7,710 91	315	0 00	3 15
Total Consumer Staples			\$46,327.71	3.94%	\$34,682.47	\$1,434	\$211 21	3.09%
Health Care								
ABBOTT LABS COM Symbol ABT CUSIP 002824100	203 000	56 230	11,414 69	0 97	10,457 73	389	0 00	3 41
AMGEN INC COM Symbol AMGN CUSIP 031162100	117 000	64 210	7,512 57	0 64	6,340.36	168	0 00	2 24



Statement Period

January 1, 2011 - December 31, 2011

Account Number

7035769

Account Statement

Page 9 of 130

THE JOTOM FOUNDATION IMA

Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
Common Stocks - continued								
BAXTER INTL INC COM Symbol BAX CUSIP 071813109	108 000	49 480	5,343 84	0.45	6,124 95	144	36 18	2.71
EXPRESS SCRIPTS INC COM Symbol ESRX CUSIP 302182100	231.000	44.690	10,323 39	0.88	9,417.13	0	0.00	0.00
MERCK & CO INC COM NEW Symbol MRK CUSIP 58933Y105	259 000	37 700	9,764 30	0.83	8,387 15	435	108 78	4.46
PFIZER INC COM Symbol PFE CUSIP 717081103	370 000	21 640	8,006 80	0.68	6,454 47	325	0.00	4.07
TEVA PHARMACEUTICAL INDS LTD SPONS ADR Symbol TEVA CUSIP 881624209	194 000	40 360	7,829 84	0.67	9,808.05	152	0.00	1.94
THERMO FISHER SCIENTIFIC INC COM Symbol TMO CUSIP 883556102	78 000	44 970	3,507.66	0.30	3,374.42	0	0.00	0.00
Total Health Care			\$63,703.09	5.42%	\$60,364.26	\$1,615	\$144.96	2.53%
Financials								
BANK OF AMERICA CORP COM Symbol BAC CUSIP 060505104	739 000	5 560	4,108.84	0.35	7,433 27	29	0.00	0.72
BB&T CORP COM Symbol BBT CUSIP 054937107	180 000	25 170	4,530 60	0.39	4,330 52	115	0.00	2.54
CAPITAL ONE FINL CORP COM Symbol COF CUSIP 14040H105	218.000	42 290	9,219 22	0.78	9,367 12	43	0.00	0.47



Account Statement

Page 10 of 130

Statement Period: January 1, 2011 - December 31, 2011
 Account Number: 7035769

THE JOTOM FOUNDATION IMA

Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
Common Stocks - continued								
GOLDMAN SACHS GROUP INC COM Symbol: GS CUSIP 38141G104	69 000	90.430	6,239.67	0.53	7,921.74	96	0.00	1.55
HARTFORD FINL SVCS GROUP INC COM Symbol: HIG CUSIP 416515104	292 000	16.250	4,745.00	0.40	7,676.98	116	29.20	2.46
INVESCO LTD USDO 2 BERMUDA COM Symbol: IVZ CUSIP G491BT108	207 000	20.090	4,158.63	0.35	4,375.63	101	0.00	2.44
JP MORGAN CHASE & CO COM Symbol: JPM CUSIP 46625H100	347 000	33.250	11,537.75	0.98	11,363.43	347	0.00	3.01
MORGAN STANLEY COM NEW Symbol: MS CUSIP 617446448	252 000	15.130	3,812.76	0.32	5,412.73	50	0.00	1.32
PNC FINL SVCS GROUP INC COM Symbol: PNC CUSIP 693475105	160 000	57.670	9,227.20	0.78	9,521.08	224	0.00	2.43
WELLS FARGO & CO COM NEW Symbol: WFC CUSIP 949746101	328 000	27.560	9,039.68	0.77	8,404.76	157	0.00	1.74
Total Financials			\$66,619.35	5.65%	\$75,807.26	\$1,282	\$29.20	1.92%
Information Technology								
APPLE INC COM Symbol: AAPL CUSIP 037833100	42 000	405.000	17,010.00	1.45	9,390.66	0	0.00	0.00
AUTODESK INC COM Symbol: ADSK CUSIP 052769106	160 000	30.330	4,852.80	0.41	4,817.14	0	0.00	0.00



Statement Period
January 1, 2011 - December 31, 2011

Account Number
7035769

Account Statement

Page 11 of 130

THE JOTOM FOUNDATION IMA

Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
Common Stocks - continued								
EMC CORP MASS COM Symbol: EMC CUSIP 268648102	332 000	21 540	7,151.28	0.61	5,191.98	0	0.00	0.00
GOOGLE INC CL A COM Symbol: GOOG CUSIP 38259P508	17.000	645.900	10,980.30	0.93	6,612.04	0	0.00	0.00
INTERNATIONAL BUSINESS MACHS CORP COM Symbol: IBM CUSIP 459200101	50 000	183.880	9,194.00	0.78	8,395.75	150	0.00	1.63
INTUIT INC COM Symbol: INTU CUSIP 461202103	100 000	52 590	5,259.00	0.45	4,859.38	60	0.00	1.14
ORACLE CORP COM Symbol: ORCL CUSIP 68389X105	302 000	25 650	7,746.30	0.66	6,576.37	72	0.00	0.94
QUALCOMM CORP COM Symbol: QCOM CUSIP 747525103	130 000	54 700	7,111.00	0.60	6,426.49	111	0.00	1.57
TERADATA CORP DEL COM Symbol: TDC CUSIP 88076W103	100 000	48 510	4,851.00	0.41	5,009.57	0	0.00	0.00
TEXAS INSTRS INC COM Symbol: TXN CUSIP 882508104	160 000	29 110	4,657.60	0.40	4,769.59	108	0.00	2.34
VISA INC CL A COM Symbol: V CUSIP 92826C839	72 000	101.530	7,310.16	0.62	5,058.79	63	0.00	0.87
Total Information Technology			\$86,123.44	7.32%	\$67,107.76	\$566	\$0.00	0.65%
Telecommunication Services								



Account Statement

Page 12 of 130

Statement Period: January 1, 2011 - December 31, 2011
 Account Number: 7035769

THE JOTOM FOUNDATION IMA

Portfolio Detail

ASSET DESCRIPTION	NO. OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
Common Stocks - continued								
VERIZON COMMUNICATIONS COM Symbol VZ CUSIP 92343V104	245 000	40 120	9,829 40	0 84	8,357 99	490	0 00	4.98
Total Telecommunication Services			\$9,829.40	0.84%	\$8,357.99	\$490	\$0.00	4.98%
Mutual Funds-Equity								
JANUS FDS PERKINS SMALL CAP VALUE FD CL I Symbol JSCOX CUSIP 47103C183	825 000	20.400	16,830 00	1 43	18,337.75	96	0 00	0 57
MANNING & NAPIER FDS WORLD OPPTY'S SER CL A Symbol EXWAX CUSIP 563821545	15,956 256	6.630	105,789 98	9 00	122,268.45	3,829	0 00	3 62
OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y Symbol ODVYX CUSIP 683974505	1,376 246	28 970	39,869.85	3 39	39,408.33	928	0 00	2.33
PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL Symbol PCRIX CUSIP 722005667	2,853 969	6 540	18,664.96	1 59	23,634 01	5,685	0 00	30 46
SCHRODER FDS US SMALL & MIDCAP OPPORTUNITES FD IV Symbol SMDIX CUSIP 80809R204	1,246.551	11 460	14,285.47	1 21	15,440 60	0	0 00	0 00
SENTINEL FDS SMALL CO FD INSTL CL Symbol SIGWX CUSIP 81728B825	3,110.753	7 450	23,175 11	1 97	17,887 42	0	0 00	0 00
Total Mutual Funds-Equity			\$218,615 37	18 59%	\$236,976.56	\$10,540	\$0.00	4.82%
Total Common Stocks			\$685,035 42	58 23%	\$636,390.88	\$19,554	\$903.44	2.85%

Total Stocks

Other
Other Funds



Statement Period

January 1, 2011 - December 31, 2011

Account Number

7035769

Account Statement

Page 13 of 130

THE JOTOM FOUNDATION IMA

Portfolio Detail

ASSET DESCRIPTION	NO. OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
<i>Other - continued</i>								
ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL CUSIP 003020336	2,277.393	11.160	25,415.71	2.16	24,879.36	0	0.00	0.00
FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL CUSIP 34984T600	7,376.271	11.050	81,507.79	6.93	78,868.81	272	0.00	0.33
Total Other Funds			\$106,923.50	9.09%	\$103,748.17	\$272	\$0.00	0.25%
Total Other			\$106,923.50	9.09%	\$103,748.17	\$272	\$0.00	0.25%

Other Publicly Traded Securities

Miscellaneous

Other Assets

CLASS ACTION PENDING AOL/TIME WARNER ON RCPT OF FINAL PMT CUSIP 997000JA3	1.000	0.000	0.00	0.00	1.00	0	0.00	0.00
CLASS ACTION PENDING FANNIE MAE ON RCPT OF FINAL PMT CUSIP 997000SS4	1.000	0.000	0.00	0.00	0.00	0	0.00	0.00
CLASS ACTION PENDING MERRILL LYNCH / TYCO ON RCPT OF FINAL PMT CUSIP 997000VV3	1.000	0.000	0.00	0.00	0.00	0	0.00	0.00
CLASS ACTION PENDING COCA COLA CO (THE) ON RCPT OF FINAL PMT CUSIP 997000ZY3	1.000	0.000	0.00	0.00	0.00	0	0.00	0.00
CLASS ACTION PENDING AMERICAN INTL GROUP ON RCPT OF FINAL PMT CUSIP 997001FA5	1.000	0.000	0.00	0.00	0.00	0	0.00	0.00



Statement Period

January 1, 2011 - December 31, 2011

Account Number

7035769

Account Statement

Page 14 of 130

THE JOTOM FOUNDATION IMA

Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
<i>Miscellaneous - continued</i>								
CLASS ACTION PENDING DELL INC ON RCPT OF FINAL PMT CUSIP 997001HY1	1.000	0.000	0.00	0.00	0.00	0	0.00	0.00
CLASS ACTION PENDING BANK OF AMERICA CORP ON RCPT OF FINAL PMT CUSIP 997001LP5	1.000	0.000	0.00	0.00	0.00	0	0.00	0.00
Total Other Assets			\$0.00	0.00%	\$1.00	\$0	\$0.00	0.00%
Total Miscellaneous			\$0.00	0.00%	\$1.00	\$0	\$0.00	0.00%
Total Principal Portfolio			\$1,159,304.21	98.57%	\$1,098,476.07	\$33,047	\$1,517.33	2.85%
Total Portfolio			\$1,176,082.97	100.00%	\$1,115,254.83	\$33,049	\$1,517.42	2.81%