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

2011

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

, and ending

Name of foundation PERRY FOUNDATION INCORPORATED		A Employer identification number 54-6036446
Number and street (or P.O. box number if mail is not delivered to street address) PO BOX 8260	Room/suite	B Telephone number 434-977-5679
City or town, state, and ZIP code CHARLOTTESVILLE, VA 22906		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 22,476,744.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		472,126.	453,964.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		361,345.			
b Gross sales price for all assets on line 6a 8,667,429.					
7 Capital gain net income (from Part IV, line 2)			361,345.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		833,471.	815,309.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		5,500.	0.		5,500.
c Other professional fees STMT 3		104,843.	104,843.		0.
17 Interest					
18 Taxes STMT 4		6,725.	0.		25.
19 Depreciation and depletion					
20 Occupancy		1,415.	0.		1,415.
21 Travel, conferences, and meetings		724.	0.		724.
22 Printing and publications					
23 Other expenses STMT 5		16,431.	0.		16,431.
24 Total operating and administrative expenses. Add lines 13 through 23		135,638.	104,843.		24,095.
25 Contributions, gifts, grants paid		1,128,416.			1,128,416.
26 Total expenses and disbursements. Add lines 24 and 25		1,264,054.	104,843.		1,152,511.
27 Subtract line 26 from line 12		-430,583.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			710,466.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		500.	500.
	2 Savings and temporary cash investments	3,532,729.	1,154,658.	1,154,658.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 6	749,174.	105,589.	104,657.
	b Investments - corporate stock STMT 7	13,156,587.	14,698,177.	18,897,769.
	c Investments - corporate bonds STMT 8	1,019,484.	2,286,353.	2,319,160.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other	217,886.		
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	18,675,860.	18,245,277.	22,476,744.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
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	10,517,745.	10,517,745.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
Net Assets or Fund Balances	29 Retained earnings, accumulated income, endowment, or other funds	8,158,115.	7,727,532.	
	30 Total net assets or fund balances	18,675,860.	18,245,277.	
	31 Total liabilities and net assets/fund balances	18,675,860.	18,245,277.	

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	18,675,860.
2	Enter amount from Part I, line 27a	2	-430,583.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	18,245,277.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,245,277.

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 PUBLICLY TRADED SECURITIES		P		
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 8,667,429.		8,306,084.	361,345.
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			361,345.
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	361,345.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	1,087,837.	21,229,968.	.051241
2009	994,843.	19,722,933.	.050441
2008	1,209,587.	23,444,286.	.051594
2007	1,195,329.	25,803,398.	.046324
2006	1,252,314.	24,379,000.	.051369

2 Total of line 1, column (d)	2	.250969
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	.050194
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	22,763,958.
5 Multiply line 4 by line 3	5	1,142,614.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,105.
7 Add lines 5 and 6	7	1,149,719.
8 Enter qualifying distributions from Part XII, line 4	8	1,152,511.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	7,105.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	7,105.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	7,105.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	5,219.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	9,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	14,219.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,114.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 7,114. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.	1b	X
c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► STEPHANIE LEECH Telephone no ► 434-296-2156 Located at ► PO BOX 8260, CHARLOTTESVILLE, VA ZIP+4 ► 22906			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A		2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.) N/A		3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

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

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

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
US TRUST, BANK OF AMERICA NA - 300 E. MAIN ST., 2ND FLOOR, CHARLOTTESVILLE, VA 22902	INVESTMENT MANAGEMENT	79,450.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 THE FOUNDATION HAS NO DIRECT CHARITABLE ACTIVITIES.	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 THE FOUNDATION HAS NO PROGRAM RELATED INVESTMENTS.	
	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	21,156,377.
b	Average of monthly cash balances	1b	1,954,240.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	23,110,617.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	23,110,617.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	346,659.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,763,958.
6	Minimum investment return. Enter 5% of line 5	6	1,138,198.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	1,138,198.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	7,105.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,105.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,131,093.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,131,093.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,131,093.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,152,511.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,152,511.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	7,105.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,145,406.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,131,093.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	70,480.			
b From 2007				
c From 2008	50,347.			
d From 2009	15,966.			
e From 2010	36,581.			
f Total of lines 3a through e	173,374.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,152,511.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				1,131,093.
e Remaining amount distributed out of corpus	21,418.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	194,792.			
b Prior years' undistributed income: Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010: Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	70,480.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	124,312.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008	50,347.			
c Excess from 2009	15,966.			
d Excess from 2010	36,581.			
e Excess from 2011	21,418.			

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 Paid during the year				
BLUE RIDGE AREA FOOD BANK 500 HENRY STREET CHARLOTTESVILLE, VA 22901	NONE	PUBLIC	PURPOSE OF DONEE	10,000.
BOYS & GIRLS CLUB 108 5TH ST SE CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	MATCHING GRANT	60,000.
BRIDGE MINISTRY PO BOX 2402 CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	MATCHING GRANT	90,000.
CHARLOTTESVILLE ALBEMARLE RESCUE SQUAD 828 MCINTIRE ROAD CHARLOTTESVILLE, VA 22903	NONE	PUBLIC	GRANT	5,000.
CHARLOTTESVILLE FREE CLINIC 1138 ROSE HILL DR CHARLOTTESVILLE, VA 22903	NONE	PUBLIC	MATCHING GRANT	50,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	1,128,416.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	472,126.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	361,345.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		833,471.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	833,471.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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




		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

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

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

Sign Here   

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature <i>Helene H. Downs</i>	Date 6/18/12	Check <input type="checkbox"/> if self-employed	PTIN P00359092
	Firm's name ▶ HANTZMON WIEBEL LLP, CPA'S			Firm's EIN ▶ 54-0618213	
	Firm's address ▶ 818 E. JEFFERSON ST., P.O. BOX 1408 CHARLOTTESVILLE, VA 22902			Phone no (434) 296-2156	

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHARLOTTESVILLE WALDORF FOUNDATION PO BOX 4474 CHARLOTTESVILLE, VA 22905	NONE	PUBLIC	MATCHING GRANT	50,000.
CHILDREN YOUTH & FAMILY SERVICES 1000 E HIGH ST CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	MATCHING GRANT	100,000.
FLUVANNA/LOUISA HOUSING FUND PO BOX 160 LOUISA, VA 23093	NONE	PUBLIC	GRANT	50,000.
HABITAT FOR HUMANITY OF GREATER CHARLOTTESVILLE 919 W MAIN ST CHARLOTTESVILLE, VA 22903	NONE	PUBLIC	MATCHING GRANT	37,500.
HOSPICE OF THE PIEDMONT 675 PETER JEFFERSON PARKWAY, ST 300 CHARLOTTESVILLE, VA 22911	NONE	PUBLIC	PURPOSE OF DONEE	5,000.
IVY CREEK FOUNDATION INC PO BOX 956 CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	PURPOSE OF DONEE	25,000.
LEARNING ALLY (FKA RECORDING FOR THE BLIND & DYSLEXIC) 3500 REMSON COURT CHARLOTTESVILLE, VA 22901	NONE	PUBLIC	MATCHING GRANT	75,000.
LEWIS & CLARK EXPLORATORY CENTER 1445 DARDEN TOWE PARK CHARLOTTESVILLE, VA 22911	NONE	PUBLIC	MATCHING GRANT	50,000.
LIVE ARTS 123 WATER ST EAST CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	MATCHING GRANT	31,250.
LOCAL FOOD HUB PO BOX 4647 CHARLOTTESVILLE, VA 22905	NONE	PUBLIC	MATCHING GRANT	50,000.
Total from continuation sheets				913,416.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MEADOWS HOUSING CORPORATION 1215 E MARKET ST CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	GRANT	37,500.
MEALS ON WHEELS 2270 IVY ROAD CHARLOTTESVILLE, VA 22903	NONE	PUBLIC	PURPOSE OF DONEE	10,000.
MONTESORI EDUCATION TRUST 631 CUTLER LANE CHARLOTTESVILLE, VA 22901	NONE	PUBLIC	GRANT	9,880.
MONTPELIER FOUNDATION PO BOX 911 ORANGE, VA 22960	NONE	PUBLIC	MATCHING GRANT	60,000.
QUICKSTART TENNIS OF CENTRAL VA PO BOX 422 IVY, VA 22945	NONE	PUBLIC	GRANT	20,000.
SALVATION ARMY 207 RIDGE STREET CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	PURPOSE OF DONEE	50,000.
SANTA FUND (UNITED WAY) 806 EAST HIGH STREET CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	PURPOSE OF DONEE	5,000.
SENIOR CENTER 1180 PEPSI PLACE CHARLOTTESVILLE, VA 22901	NONE	PUBLIC	GRANT	5,000.
THE WOMEN'S INITIATIVE 1007 EAST HIGH STREET CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	GRANT	5,000.
THOMAS JEFFERSON FOUNDATION MONTICELLO PO BOX 316 CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	MATCHING GRANT	30,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNITED WAY-THOMAS JEFFERSON AREA 806 EAST HIGH STREET CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	PROGRAM SUPPORT	80,000.
UNIVERSITY OF VIRGINIA - CURRY SCHOOL OF EDUCATION 405 EMMET STREET CHARLOTTESVILLE, VA 22904	NONE	PUBLIC	MATCHING GRANT	50,000.
VIRGINIA INSITITUE OF AUTISM 1414 WESTWOOD RD CHARLOTTESVILLE, VA 22903	NONE	PUBLIC	PURPOSE OF DONEE	100.
VIRGINIA SUPPORTIVE HOUSING 5008 MONUMENT AVE, SUITE 200 RICHMOND, VA 23226	NONE	PUBLIC	MATCHING GRANT	50,000.
WINTERGREEN ADAPTIVE SPORTS 615 PAUL'S CREEK ROAD AFTON, VA 22920	NONE	PUBLIC	MATCHING GRANT	2,186.
WOODROW WILSON PRESIDENTIAL LIBRARY 18 N COALTER ST STAUNTON, VA 24401	NONE	PUBLIC	MATCHING GRANT	25,000.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
ACCRUED INTEREST PAID	-5,034.	0.	-5,034.	
BANK OF AMERICA, N.A.	477,160.	0.	477,160.	
TOTAL TO FM 990-PF, PART I, LN 4	472,126.	0.	472,126.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PREPARATION OF FORM 990-PF	5,500.	0.		5,500.	
TO FORM 990-PF, PG 1, LN 16B	5,500.	0.		5,500.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK COMMISSIONS	25,393.	25,393.		0.	
INVESTMENT ADVISORY FEE	79,450.	79,450.		0.	
TO FORM 990-PF, PG 1, LN 16C	104,843.	104,843.		0.	

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
REGISTRATION AND FRANCHISE TAX	25.	0.		25.	
2010 EXCISE TAX	4,000.	0.		0.	
2011 EXCISE TAX ESTIMATE	2,700.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	6,725.	0.		25.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INSURANCE	2,995.	0.		2,995.	
MISCELLANEOUS	768.	0.		768.	
OFFICE SUPPLIES & EXPENSES	240.	0.		240.	
SECRETARIAL SERVICES	11,100.	0.		11,100.	
TELEPHONE AND FAX EXPENSES	1,328.	0.		1,328.	
TO FORM 990-PF, PG 1, LN 23	16,431.	0.		16,431.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
\$99,690 FHLMC POOL	X		105,589.	104,657.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			105,589.	104,657.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			105,589.	104,657.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
1,165 SHS MARKEL			323,106.	483,091.
1,775 SHS ROYAL BK CDA MONTREAL QUE			100,020.	90,454.
10,000 SHS ALTRIA GROUP INC			196,804.	296,500.
10,555 SHS INTEL CORP			236,643.	255,959.
12,215 SHS VODAFONE GROUP PLC			265,019.	342,386.
12,900 SHS CARMAX INC			306,757.	393,192.
13,000 SHS BANK AMER CORP			172,972.	72,280.
13,795 SHS BROOKFIELD ASSETS MGMT INC			365,015.	379,087.
17,100 LOWES COS INC.			352,616.	433,998.
2,100 SHS IBM			244,979.	386,148.
2,190 SHS NOVO-NORDISK			142,895.	252,419.
2,235 SHS EOG RES			73,852.	220,170.
2,430 SHS UNION PAC CORP			244,553.	257,434.
2,450 SHS PRAXAIR			73,256.	261,905.

2,465 SHS VISA INC	187,987.	250,271.
2,695 SHS MILLICOM INTL CELLULAR	212,617.	271,061.
2,885 SHS ROYAL DUTCH SHELL PLC	199,903.	219,289.
21,000 SHS SCHWAB CHARLES CORP NEW	243,422.	236,460.
3,000 SHS LABORATORY CORP AMER HLDGS	215,210.	257,910.
3,000 SHS MCDONALDS CORP	182,471.	300,990.
3,150 SHS OCCIDENTAL PETE CORP	172,758.	295,155.
3,155 SHS DOLLAR TREE INC	179,898.	262,212.
3,280 SHS UNITED TECHNOLOGY	136,150.	239,735.
3,500 SHS ANHEUSER BUSCH	195,156.	213,465.
3,685 SHS TRANSOCEAN LTD	318,186.	141,467.
3,800 SHS BOEING CO	267,011.	278,730.
357 SHS NVR INC	248,148.	244,902.
4,030 SHS INTERNATIONAL FLAVORS	203,544.	211,253.
4,100 SHS SPECTRA ENERGY CORP	101,188.	126,075.
4,175 SHS SCHLUMBERGER	158,280.	285,194.
4,310 SHS STANLEY BLACK & DECKER INC	294,141.	291,356.
4,350 SHS CHEVRON	254,828.	462,840.
4,400 SHS LEGGETT & PLATT INC	100,364.	101,376.
4,460 SHS PHILIP MORRIS INTL INC	219,724.	350,021.
4,500 SHS PROCTER & GAMBLE	275,573.	300,195.
4,525 SHS ILLINOIS TOOL WKS INC	199,881.	211,363.
4,625 SHS T. ROWE PRICE	181,612.	263,394.
4,800 SHS NESTLE SA	268,565.	277,190.
4,825 SHS PEPSICO	273,626.	320,139.
4,865 SHS AUTOMATIC DATA PROCESSING	221,937.	262,759.
4,955 SHS ALBEMARLE CORP	158,736.	255,232.
414 SHS GOOGLE INC	148,126.	267,403.
5,100 SHS DOMINION RESOURCES INC	200,485.	270,708.
5,115 SHS EXXON MOBIL	77,931.	433,547.
5,250 SHS CHECK POINT SOFTWARE TECH LTD	187,754.	275,835.
5,250 SHS FISERV INC	227,690.	308,385.
5,250 SHS JOHNSON & JOHNSON	291,801.	344,295.
5,475 SHS PLUM CREEK TIMBER CO INC	200,478.	200,166.
5,525 SHS ACCENTURE LTD	213,277.	294,096.
5,565 SHS WELLPOINT INC	337,506.	368,681.
5,615 SHS GLAXOSMITHKLINE PLC	213,817.	256,212.
5,665 SHS DU PONT E I DE NEMOURS	196,095.	259,344.
5,740 SHS BERKSHIRE HATHAWAY INC	244,562.	437,962.
5,825 SHS MERCK & CO	203,242.	219,603.
5,860 SHS STARWOOD HOTELS & RESORTS	250,525.	281,104.
6,175 SHS WAL-MART STORES INC	347,626.	369,018.
6,390 SHS TORTOISE ENERGY INFRASTRUCTURE	195,587.	255,536.
6,425 SHS AMERICAN TOWER CORP	214,459.	385,564.
6,700 SHS QUALCOMM INC	289,090.	366,490.
6,750 SHS DANAHER CORP	175,103.	317,520.
6,795 SHS DISNEY WALT CO	230,603.	254,813.
8,050 SHS CAPITAL ONE FINL CORP	368,115.	340,435.
8,100 SHS J P MORGAN CHASE & CO	341,815.	269,325.
8,220 SHS TELEFONICA SA	200,138.	141,302.
9,800 SHS WELLS FARGO & CO	252,255.	270,088.
9,875 SHS MICROSOFT CORP	247,351.	256,355.
985 SHS APPLE INC	73,343.	398,925.

TOTAL TO FORM 990-PF, PART II, LINE 10B

14,698,177.

18,897,769.

FORM 990-PF

CORPORATE BONDS

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
\$110,000 SUNTRUST BKS INC	110,144.	110,568.
\$120,000 DELL INC	120,065.	120,797.
\$120,000 MERCK & CO NEW	118,260.	124,519.
\$125,000 AMERICAN EXPRESS CR CORP	125,053.	125,613.
\$125,000 APPLIED MATLS INC	125,659.	127,968.
\$125,000 AT&T INC	124,418.	129,434.
\$125,000 BERKSHIRE HATHAWAY INC	125,802.	126,738.
\$125,000 CATERPILLAR FINL SVCS CORP	125,392.	126,696.
\$125,000 COMMONWEALTH EDISON CO	125,004.	125,906.
\$125,000 DU PONT E I DE NEMOURS & CO	125,156.	125,724.
\$125,000 GENERAL ELEC CAP CORP	128,234.	130,459.
\$125,000 GOLDMAN SACHS GROUP INC	125,454.	116,838.
\$125,000 JPMORGAN CHASE & CO	121,512.	123,170.
\$125,000 NATIONAL RURAL UTILS COOP FIN CORP	124,211.	125,054.
\$125,000 OCCIDENTAL PETE CORP	125,606.	130,741.
\$125,000 VERIZON COMMUNICATIONS INC	126,489.	130,140.
\$250,000 SUNTRUST BANKS INC 5.25%	249,475.	256,210.
\$60,000 WAL-MART STORES INC	60,419.	62,585.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,286,353.	2,319,160.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 9
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN	EXPENSE CONTRIB ACCOUNT
GARY C. MCGEE 280 TERRELL ROAD WEST CHARLOTTESVILLE, VA 22901	PRES/TRUSTEE 5.00	0.	0.	0.
EDWARD D. TAYLOE, II 1401 BLUE RIDGE RD. CHARLOTTESVILLE, VA 22903	TREAS/TRUSTEE 3.00	0.	0.	0.
SUSAN CABELL-MAINS 459 LOCUST AVE CHARLOTTESVILLE, VA 22902	VICE PRES/TRUSTEE 3.00	0.	0.	0.
ROBERTA F. BROWNFIELD 1126 DRYDEN LANE CHARLOTTESVILLE, VA 22903	TRUSTEE 2.00	0.	0.	0.
SUZANNE S. BROOKS 1150 PEPSI PLACE, PO BOX 9035 CHARLOTTESVILLE, VA 22906	SECRETARY/TRUSTEE 2.00	0.	0.	0.
WADE TREMBLAY 1025 WERTLAND STREET CHARLOTTESVILLE, VA 22903	TRUSTEE 2.00	0.	0.	0.
PHILIP L. SPARKS 3600 LANGFORD DR CHARLOTTESVILLE, VA 22903	TRUSTEE 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 10
	PART XV, LINES 2A THROUGH 2D	

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

GARY C. MCGEE
PO BOX 8260
CHARLOTTESVILLE, VA 22906

TELEPHONE NUMBER

434-977-5679

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD BE BY LETTER. THE APPLICATION MUST INCLUDE A
DESCRIPTION OF THE ORGANIZATION AND STATE THE NATURE OF THE REQUEST.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS ARE MADE ONLY TO PUBLIC CHARITIES; NO GRANTS ARE MADE TO INDIVIDUALS
OR OTHER PRIVATE FOUNDATIONS.

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

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

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	PERRY FOUNDATION INCORPORATED	<input checked="" type="checkbox"/> 54-6036446
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	PO BOX 8260	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	CHARLOTTESVILLE, VA 22906	

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

04

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

STEPHANIE LEECH

- The books are in the care of ► **P.O. BOX 8260 - CHARLOTTESVILLE, VA 22906**

Telephone No ► **434-296-2156**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

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

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	14,719.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	5,719.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	\$	9,000.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)