Form **990-PF** Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation: Adele A & Harold J Westbrook Foundation

A Employer identification number: 57-1075664

Number and street (or P O box number if mail is not delivered to street address): 3512 Robious Forest Way — Room/suite:

B Telephone number (see instructions): 804-594-0187

City or town, state, and ZIP code: Midlothian VA 23113

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 1,491,012

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	36,454			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	90,737	90,737		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	19,381			
	b	Gross sales price for all assets on line 6a 105,835				
	7	Capital gain net income (from Part IV, line 2)		19,381		
	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) (attach schedule)	0			
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	146,572	110,118	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	40,250	12,075		28,175
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	3,079	924		2,155
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) Form 990-PF	563	282		281
	c	Other professional fees (attach schedule)	150	150		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,000			
	19	Depreciation (attach schedule) and depletion	144	144		
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	5,002	1,593		3,409
	24	**Total operating and administrative expenses.** Add lines 13 through 23	51,188	15,168	0	34,020
	25	Contributions, gifts, grants paid	93,000			93,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	144,188	15,168	0	127,020
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	2,384			
	b	**Net investment income** (if negative, enter -0-)		94,950		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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ISA **For Paperwork Reduction Act Notice, see instructions.**

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	126,571	78,249	78,249
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach 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)	283,670	284,061	336,596
	c Investments—corporate bonds (attach schedule)	1,165,583	1,216,021	1,075,944
	11 Investments—land, buildings, and equipment: basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ 2,313			
	Less accumulated depreciation (attach schedule) ▶ 2,090	367	223	223
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,576,191	1,578,554	1,491,012
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	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,576,191	1,578,554	
	30 **Total net assets or fund balances** (see instructions)	1,576,191	1,578,554	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,576,191	1,578,554	

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	1,576,191
2	Enter amount from Part I, line 27a	2	2,384
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,578,575
5	Decreases not included in line 2 (itemize) ▶ Miscellaneous	5	21
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,578,554

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	PPL Energy Supply - 7.0%, due 7/15/46	P	7/13/2006	7/15/2011
b	Caterpillar - 340 shares	D	8/15/2011	8/15/2011
c	Caterpillar - 288 shares	D	12/15/2011	12/16/2011
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	50,000		50,000	0
b	30,648		19,736	10,912
c	25,187		16,718	8,469
d				
e				

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

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	19,381
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	128,639	1,452,281	0.0886
2009	79,409	1,216,241	0.0653
2008	110,067	1,685,474	0.0653
2007	159,358	1,680,428	0.0948
2006	190,377	1,654,185	0.1151

2	**Total** of line 1, column (d)	2	0.4291
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.0858
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,519,148
5	Multiply line 4 by line 3	5	130,343
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	950
7	Add lines 5 and 6	7	131,293
8	Enter qualifying distributions from Part XII, line 4	8	127,020

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b	1	1,899
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	1,899
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	1,899
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 4,530		
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	4,530
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	2,631
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 2,631 **Refunded** ▶	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 page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to ***1a*** *or* ***1b,*** *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 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) ▶ South Carolina and Virginia			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? 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

Part VII-A Statements Regarding Activities *(continued)*

				Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	X	
	Website address ▶ N/A				
14	The books are in care of ▶ Joan Clarke Telephone no. ▶ 804-594-0187				
	Located at ▶ 3512 Robious Forest Way, Midlothian, VA ZIP+4 ▶ 23113				
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			
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				

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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ 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)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
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?	☐ Yes ☒ 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 instructions.)		2b	N/A	
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?	☐ Yes ☒ 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.)*		3b	N/A	
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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Edward J Westbrook 2659 Parish Landing, Mt Pleasant SC	President/Treasurer/Director 2	0	0	0
Harold J Westbrook 2855 Doty Dr, Arroyo Grande CA 93420	Vice President/Director 1	0	0	0
Charles J Westbrook 54 Pleasant Run, Kinnelon NJ 07405	Vice President/Director 1	0	0	0
Richard J Westbrook 6454 Deerfield Dr, New Hope PA 18938	Vice President/Director 1	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services ▶		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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,448,313
b	Average of monthly cash balances	1b	93,969
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,542,282
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,542,282
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)	4	23,134
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,519,148
6	**Minimum investment return.** Enter 5% of line 5	6	75,957

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

1	Minimum investment return from Part X, line 6			1	75,957
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	0
3	Distributable amount before adjustments Subtract line 2c from line 1			3	75,957
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	75,957
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	75,957

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	127,020
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	127,020
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	127,020

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				75,957
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 111,718				
b	From 2007 78,169				
c	From 2008 28,288				
d	From 2009 20,456				
e	From 2010 58,011				
f	**Total** of lines 3a through e	296,642			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 127,020				
a	Applied to 2010, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2011 distributable amount				75,957
e	Remaining amount distributed out of corpus	51,063			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	347,705			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions		0		
e	Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	111,718			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	235,987			
10	Analysis of line 9				
a	Excess from 2007 78,169				
b	Excess from 2008 28,288				
c	Excess from 2009 20,456				
d	Excess from 2010 58,011				
e	Excess from 2011 51,063				

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

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

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 **Information Regarding Foundation Managers:**

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

Edward J Westbrook

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

None

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

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

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

Ms Joan Clarke, The Adele A and Harold J Westbrook Foundation, Inc.
P O Box 664, Midlothian, VA 23113

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

The Grant Application and Guidelines are attached

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 Donee must be a public charity, exempt under section 501(c)(3) of the Internal Revenue Code

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Please See Attachment		Public		93,000
Total . . . . ▶ **3a**				93,000
b *Approved for future payment*				
None				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities .			14	90,737	
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	19,381	
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		110,118	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 110,118

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	N/A

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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		

Sign Here

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

Joan W. Clarke | 02/21/12 | Corporate Secretary

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Kendon Light, E.A.	Kendon Light	2/4/2012		P01212171

Firm's name ▶ Kendon Light, E.A. | Firm's EIN ▶

Firm's address ▶ 6230 Byrd Farm Road, Hickory, NC 28602 | Phone no 304-283-3701

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization	**Employer identification number**
Adele A & Harold J Westbrook Foundation	57-1075664

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33⅓% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization	Employer identification number
Adele A & Harold J Westbrook Foundation	57-1075664

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Edward J Westbrook 2659 Parish Landing Mt Pleasant, SC 29466	$ 55,835	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
Adele A & Harold J Westbrook Foundation	57-1075664

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	340 Shares Caterpillar, Inc Common Stock	$ 30,648	8/18/2011

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	288 Shares Caterpillar, Inc Common Stock	$ 25,187	12/15/2011

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Adele A and Harold J Westbrook Foundation EIN: 57-1075664
Attachment to Form 990-PF For Year ended December 31, 2011

Part I - Line 16c - Other Professional Fees:

	Books	4940 Tax	Exempt
Stockbroker Fee	150	150	

Part I - Line 18 - Taxes:

IRC 4940 Tax	2,000	-	-

Part I - Line 19- Depreciation Expenses & Part II - Line 14 - Equipment:

Description	Acq Date	Cost	Method	Conv/Life		Prior Depr	2011 Depr
Office Chair	10/29/1999	400	SL	HY	7	400	-
Desk, Hutch, Table	12/1/1999	1,192	SL	HY	7	1,192	-
22" Monitor	4/26/2007	196	SL	HY	5	137	39
Cannon Laser Printer	9/2/2007	273	SL	HY	5	192	55
Dell Computer	10/7/2010	252	SL	HY	5	25	50
Microsoft Office SW	10/14/2010		SL	HY	5		
Totals		2,313				1,946	144

Part I - Line 23 - Other Expenses:

	Books	4940 Tax	Exempt
State Corporation Commission	25	-	25
Foundation Dues	500	250	250
Postage	275	83	192
Telephone/Internet	3,574	1,072	2,502
Supplies	628	188	440
Total Other Expenses	5,002	1,593	3,409

Adele A and Harold J Westbrook Foundation EIN: 57-1075664
Attachment to Form 990-PF For Year ended December 31, 2011

Part II - Line 10b - Corporate Stocks:

Description	Amount
AT & T - 662 shs	10,143
Amer Intl Group - 46 shs	5,768
BP - 500 shs	5,793
Cohen & Steers REIT & Pfd Income Fd - 2100 shs	55,084
Dow Chemical - 1426 shs	28,640
Eaton Vance ENH EQ Income Fund - 2625 shs	54,974
General Electric - 1300 shrs	40,259
Intel - 1000 shs	29,859
Intl Business Machines - 300 shs	6,642
JPMorgan Chase - 978 shs	12,375
Eli Lilly - 500 shs	15,944
Pfizer - 494.8164 sh	8,665
Wal Mart Stores - 500 shs	9,524
WT01 21 American Internat USD - 24 shs	391
Total Corporate Stocks	284,061

Part II - Line 10c - Corporate Bonds:

Description	Amount
AT & T - 6.375%, due 2/15/56	50,000
American Intl Group - 6.45%, due 6/15/77	50,000
Bank of America - 8.625%, Pfd Ser 8	50,158
General Electirc Cap - 6.0%, due 4/24/47	25,000
Goldman Sachs Group - 3.75% flr Pfd	39,649
General Electirc Cap - 6.45%, due 6/15/46	50,000
HCP - Srs F - 7.1%	50,000
HCP - Ser E - 7.25%	50,000
MetLife - 4.0%, flr Pfd	40,225
Lloyds Banking Grp - 7.75%, due 7/15/50	50,409
Morgan Stanley Cap VIII - 6.45%, due 4/15/67	25,000
MetLife - 5.875%, due 11/21/33	39,890
BNY Capital Trust IV - 6.875%, Pfd Ser E	39,546

Adele A and Harold J Westbrook Foundation EIN: 57-1075664
Attachment to Form 990-PF For Year ended December 31, 2011

Description	Amount
Lehman Bros Hldg - Pfd - 6.0%, due 4/22/53	50,000
JP Morgan Chase Cap XIV - 6.2%, Pfd	39,403
Public Storage - Pfd, Ser L - 6.75%	50,000
Realty Income - Cl D - 7.375%	50,000
Pioneer High Income Tr - 3200 shs	55,194
Eaton Vance Duration Income Fd - 2550 shs	49,636
Nuveen Qual Pref Inc 2 - 3840 shs	55,342
Blackrock Duration Income Tr - 2400 shs	49,195
Pimco Floating Rate Income Fd - 2450 shs	49,818
Flaherty & Crumrine/Claymore Pfd Inc Fd - 2325 shs	54,997
Eaton Vance Flt-Rt Income Trust - 3000 shs	54,590
Blackrock Credit Allocation - 2000 shs	47,940
S & P US Pfd Stk Index Fd Ishares - 1270 shs	50,029
Total Corporate Bonds	1,216,021

Part VIII - Officers, Directors, etc:

Name/Address	Title/Hrs	Compensation	Benefits	Allowance
Joan W Clarke 3512 Robious Forest Way Midlothian, VA 23113	Secretary/ Executive Director 40 hrs	40,250	3079	0

Part XV - Line 3a - Contribuitons Paid:

Donee	Status	Amount	Purpose
A Child's Haven, Inc. 1124 Rutherford Road Greenville, SC 29609	Public	1,000	Operating Expenses
American Red Cross P O Box 655 Richmond, VA 23218	Public	2,000	Japan Earthquake Disaster Relief

Adele A and Harold J Westbrook Foundation EIN: 57-1075664
Attachment to Form 990-PF For Year ended December 31, 2011

Boy Scout Troup 729 729 West 181st Street New York, NY 10033	Public	1,000	Venture Crew
Chesapeake Service Systems, Inc. 1100 Executive Boulevard Chesapeake, VA 23220	Public	1,000	Operating Expenses
Children's Center, Inc. 8 Nature's Way Hilton Head, SC 29926	Public	1,000	Operating Expenses
Christ our King Church (Part of Catholic Church Group Ruling) 1122 Russell Drive Mt Pleasant, SC 29464	Public	25,000	Operating Expenses
Collins Home and Family Ministri 110 Collins Home Drive Seneca, SC 29672	Public	1,000	Operating Expenses
Daybreak, Inc. 2009 Hampton Street, Suite C Columbia, SC 29204	Public	1,000	Operating Expenses
East Cooper Community Outreach 1145 Six Mile Road Mt. Pleasant, SC 29466	Public	20,000	Operating Expenses
EmmanuWheel 566 Rawl Road Lexington, SC 29072	Public	1,000	Operating Expenses
Food for the Poor 6401 Lyons Road Coconut Creek, FL 33073	Public	1,000	Aid for Victims of the Haiti Earthquake

Frontier Horizon, Inc. P O Box 4429 Virginia Beach, VA 23454	Public	1,000	Hosting Program for Children from Ukraine
Gateway Homes, Inc. 11901 Reedy Branch Road Chesterfield, VA 23838	Public	1,000	Operating Expenses
Grace Way Village, Inc. 1780 Hartman Road Fort Pierce, FL 34947	Public	1,000	Operating Expenses
Greenville Woodworkers Guild, Ir 209 Holly Ridge Drive Mauldin, SC 29662	Public	1,000	Operating Expenses
Habitat for Humanity International 101 Greyback Road Summerville, SC 29484	Public	1,000	Operating Expenses
Hospice Care of the Lowcountry, Inc 119 Palmetto Way Bluffton, SC 29910	Public	1,000	Operating Expenses
I Have a Dream Foundation-Richmond 2036 John Rolfe Parkway Henrico, VA 23238	Public	25,000	Hinche Scholars Project
Mercy Care 8216 Devon Court Myrtle Beach, SC 29572	Public	1,000	Operating Expenses
Midlands Holy Family Fund, Inc. P O Box 487 Columbia, SC 29202	Public	1,000	Operating Expenses

Adele A and Harold J Westbrook Foundation
Attachment to Form 990-PF For Year ended December 31, 2011

Mission Aviation Fellowship 112 North Pilatus Lane Nampa, ID 83687	Public	1,000	Operating Expenses
National Disaster Search Dog Foundation 501 East Ojai Avenue Ojai, CA 93023	Public	1,000	Operating Expense
Pugs N Pals P O Box 9343 Newport Beach, CA 92658	Public	1,000	Operating Expenses
St Mary's Catholic Church (Part of Catholic Church Group Ruling) 9505 Gayton Road Richmond, VA 23229	Public	1,000	Haiti Ministry
The Haven, Inc 282 South Church Street Spartanburg, SC 29304	Public	1,000	Operating Expenses
Total Grants Paid		93,000	

THE ADELE A. AND HAROLD J. WESTBROOK FOUNDATION, INC.

GRANT GUIDELINES- 2011

The Adele A. and Harold J. Westbrook Foundation, Inc., is a small private foundation established to provide grants, gifts and/or contributions to qualifying tax-exempt public charities, to support general charitable programs based in the United States. The Board of Directors sets policy and the Foundation is managed on a day-to-day basis by the Executive Director. The Board of Directors reviews grant applications that have been selected by the Executive Director as appropriate agencies, which reflect the charitable desires of the foundation. The Foundation's goals are to seek out and assist organizations that care for the needy in society, including those who cannot speak for themselves, victims of disasters and those whom the Foundation identifies over the years as appropriate beneficiaries in need of assistance. The Foundation will consider grant requests from appropriate public charity agencies that will benefit the widest spectrum of the public and special purpose programs, including those humane concerns which may be considered appropriate by the Board of Directors.

POLICIES AND INTERESTS:

- **Grants are made only to organizations that have current tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and have been classified as "not a private foundation" as defined under section 509(a) of the Internal Revenue Code (public charities). A copy of the latest IRS status letter must be attached to the application form when submitted.**

- In order for a grant request to be considered by the Foundation, the applying agency must complete the three page application form which can be obtained from the Executive Director by written request to the following address: The Adele A. and Harold J. Westbrook Foundation, Inc., P. O. Box 664, Midlothian, VA 23113, or you may fax your request to (804) 594-0193. **No telephone requests for applications will be accepted.** All requests for applications must be made well in advance of the July 31st deadline for the current year, since that deadline will preclude any further requests for applications for that year. No inquiries will be accepted after July 31st each year.

- **Generally, most grants will be designed for smaller organizations that operate in a cost efficient manner and may benefit from modest contributions. Most grants will be small, reflecting the Foundation's limited budget.**

- The deadline for grant applications for the year 2011 is July 31, 2011. All applicants are encouraged to submit proposals well in advance of this date. It is likely that grants for the year 2010 will be awarded toward the end of the year. In the discretion of the Board, grants may be awarded to qualifying organizations without the necessity of a formal grant application. Such action will be taken when the Board is satisfied that the organization and activity to be supported are compatible with and further the goals of the Foundation.

- During the review process, the Executive Director may research your request through telephone inquiries, meetings or site visits. The Foundation prefers to initiate site visits, if needed, and generally discourages pre-application meetings. Organizations will be notified as to the status of each proposal after all screenings and evaluations have been completed.

- The Foundation will not make grants intended directly or indirectly to support candidates for political office or to influence legislation.

- The Board of Directors will review the final candidates for funding. The Board will select a limited number of proposals for funding that addresses most effectively the issues to which the board has given priority.

THE ADELE A. AND HAROLD J. WESTBROOK FOUNDATION, INC.
P. O. BOX 664
MIDLOTHIAN, VA 23113
TEL: (804) 594-0187   FAX: (804) 594-0193

APPLICATION FORM - 2011

The purpose of the Adele A. and Harold J. Westbrook Foundation, Inc., is to provide grants, gifts and/or contributions to qualifying tax exempt organizations in support of general charitable programs throughout the United States. The Foundation will consider grant requests from appropriate agencies that will benefit the widest spectrum of the public, from education of young children to providing housing, food and medical care for those in need, and from time to time, special purpose programs, including those humane concerns which may be considered appropriate by the Board of Directors.

In order for a grant request to be considered by the Foundation, the applying organization must be eligible by qualifying as a tax-exempt organization under Internal Revenue Code Section 501(c)(3) and classified as "not a private foundation" as defined under section 509(a). ***Applicants for grants must complete this application form and submit a copy of the applicant's LATEST ruling letter from the IRS establishing its current tax-exempt status and showing the applicant's tax ID number.***

ABOUT THE APPLICANT

This section pertains to the eligible institution that is applying for the grant and accepting financial responsibility for any funds received.

NAME: ______________________________

STREET ADDRESS: ______________________________

____

P. O. BOX ADDRESS: ______________________________

TELEPHONE: ______________________________

CHIEF ADMINISTRATIVE OFFICER: ______________________________

ORGANIZATION SUMMARY:

In the space provided, give a **short** statement of the purpose, size and history of the applying organization **and a description of the program** for which you are seeking funding.

GENERAL INFORMATION ABOUT THE PROGRAM:

Program Title: ______________________________

Beginning and ending dates: ______________________________

Program Director's Name: ______________________________

Title: ______________________________

Address: ______________________________

Telephone: ______________________________

Total Annual Agency Budget $____

Percentage of Budget used for Administrative Costs%________________________

Total Budget for this Program $____

POTENTIAL FUNDING:

What funds from other private or public sources have been received or are under consideration for this program?

RECEIVED UNDER CONSIDERATION

FUTURE FUNDING:

If the program is to continue beyond the grant period, what are the plans for funding the program upon expenditure of this grant?

PLEASE NOTE THAT A COPY OF THE APPLICANT'S LATEST RULING LETTER FROM THE IRS ESTABLISHING ITS TAX STATUS MUST BE ATTACHED TO THIS APPLICATION. PLEASE ALSO FURNISH PROOF OF FILING OF YOUR AGENCY'S 990 TAX RETURN FOR THE MOST CURRENT YEAR.

Signature of Authorized Person:

My signature certifies that the organization named above has **CURRENT** tax-exemption under the Internal Revenue Service Code section 501(c)(3) and is classified as "not a private foundation" as defined under section 509(a) AND THAT THE ATTACHED RULING LETTER IS THE LATEST COMMUNICATION FROM THE IRS RELEVANT TO OUR TAX STATUS.

____

Signature of Board Chairman or Executive Officer

____

PLEASE PRINT YOUR NAME AND TITLE DATE