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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

2011For calendar year 2011 or tax year beginning **FEB 1, 2011**, and ending **JAN 31, 2012**

Name of foundation
THE TITMUS FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
POST OFFICE BOX 10

City or town, state, and ZIP code
SUTHERLAND, VA 23885

Room/suite

A Employer identification number
54-6051332

B Telephone number
(804) 265-5834

C If exemption application is pending, check here ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16)
\$ 22,345,839. (Part I, column (d) must be on cash basis)

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify)

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)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	130,111.	130,111.		STATEMENT 1
	4 Dividends and interest from securities	568,817.	568,817.		
	5a Gross rents	4,100.	4,100.		STATEMENT 2
	b Net rental income or (loss)	4,100.			
	6a Net gain or (loss) from sale of assets not on line 10	34,692.			
	b Gross sales price for all assets on line 6a	1,387,288.			
	7 Capital gain net income (from Part IV, line 2)		34,692.		
	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	6,561.	6,561.	0.	STATEMENT 3	
12 Total Add lines 1 through 11	744,281.	744,281.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	118,175.	49,080.	0.	69,095.
	14 Other employee salaries and wages	38,191.	19,011.	0.	19,180.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	6,150.	2,460.	0.	3,690.
	c Other professional fees STMT 5	581.	232.	0.	349.
	17 Interest				
	18 Taxes STMT 6	31,351.	9,387.	0.	8,787.
	19 Depreciation and depletion	3,197.	3,197.	0.	
	20 Occupancy	14,643.	5,857.	0.	8,786.
	21 Travel, conferences, and meetings	165.	0.	0.	165.
	22 Printing and publications				
	23 Other expenses STMT 7	29,939.	12,775.	0.	16,810.
	24 Total operating and administrative expenses Add lines 18 through 23	242,392.	101,999.	0.	126,862.
	25 Contributions, gifts, grants paid	853,181.			853,181.
26 Total expenses and disbursements Add lines 24 and 25	1,095,573.	101,999.	0.	980,043.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	<351,292.>				
b Net investment income (if negative, enter -0-)		642,282.			
c Adjusted net income (if negative, enter -0-)			0.		

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	227,443.	480,259.	480,259.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶	0.		
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 3,108,549.			
	Less: allowance for doubtful accounts ▶ 0.	3,188,090.	3,108,549.	3,108,549.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	7,746,133.	7,216,643.	17,639,135.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶ 257,271.			
	Less: accumulated depreciation ▶	257,271.	257,271.	1,085,300.
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶ 91,017.			
	Less: accumulated depreciation STMT 9 ▶ 58,421.	27,590.	32,596.	32,596.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	11,446,527.	11,095,318.	22,345,839.
	17 Accounts payable and accrued expenses	730.	813.	
	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)	730.	813.	
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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	11,445,797.	11,094,505.	
30 Total net assets or fund balances	11,445,797.	11,094,505.		
31 Total liabilities and net assets/fund balances	11,446,527.	11,095,318.		

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	11,445,797.
2 Enter amount from Part I, line 27a	2	<351,292.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	11,094,505.
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	11,094,505.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SHEET	P	VARIOUS	VARIOUS
b SEE ATTACHED SHEET	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
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 1,274,503.		1,270,340.	4,163.
b 90,823.		82,256.	8,567.
c 21,962.			21,962.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			4,163.
b			8,567.
c			21,962.
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	34,692.
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	949,681.	20,402,552.	.046547
2009	1,162,769.	18,723,295.	.062103
2008	1,352,376.	23,528,316.	.057479
2007	1,259,252.	28,022,553.	.044937
2006	1,324,602.	26,440,741.	.050097

2 Total of line 1, column (d)	2	.261163
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	.052233
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	21,890,786.
5 Multiply line 4 by line 3	5	1,143,421.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,423.
7 Add lines 5 and 6	7	1,149,844.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	980,043.

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)		1	12,846.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		3	12,846.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	12,846.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 17,920.	7	17,920.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	5,074.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax	5,074. Refunded		

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?		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		X
c Did the foundation file Form 1120-POL for this year?		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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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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 EDWARD B. TITMUS Telephone no. (804) 265-5834 Located at POST OFFICE BOX 10, SUTHERLAND, VA ZIP+4 23885			
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 N/A	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? ☐ 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)? 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? ☐ Yes ☒ No If "Yes," list the years N/A	2a	
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. N/A		
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	3a	
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

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?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

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

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 10		118,175.	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
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

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.

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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	17,649,029.
b	Average of monthly cash balances	1b	226,677.
c	Fair market value of all other assets	1c	4,348,442.
d	Total (add lines 1a, b, and c)	1d	22,224,148.
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	22,224,148.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	333,362.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,890,786.
6	Minimum investment return. Enter 5% of line 5	6	1,094,539.

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	1,094,539.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	12,846.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	12,846.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,081,693.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,081,693.
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	1,081,693.

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	980,043.
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	980,043.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	980,043.

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				1,081,693.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			978,768.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 980,043.				
a Applied to 2010, but not more than line 2a			978,768.	
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	0.			1,275.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				1,080,418.
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	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part 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				
SEE ATTACHED SCHEDULE	SEE ATTACHED SCHEDULE	SEE ATTACHED SCHEDULE	SEE ATTACHED SCHEDULE	853,181.
Total			3a	853,181.
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) Related or exempt function income	
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:							
a _____							
b _____							
c _____							
d _____							
e _____							
f _____							
g Fees and contracts from government agencies							
2 Membership dues and assessments							
3 Interest on savings and temporary cash investments				14	130,111.		
4 Dividends and interest from securities				14	568,817.		
5 Net rental income or (loss) from real estate:							
a Debt-financed property							
b Not debt-financed property				16	4,100.		
6 Net rental income or (loss) from personal property							
7 Other investment income				14	6,561.		
8 Gain or (loss) from sales of assets other than inventory				18	34,692.		
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.		744,281.	0.	
13 Total. Add line 12, columns (b), (d), and (e)						744,281.	

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

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

[illegible]

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	OFFICE EQUIPMENT											
1	TYPEWRITER IBM	013181	SL	5.00	16	1,076.			1,076.	1,076.		0.
2	FILE CABINET	072987	SL	10.00	16	138.			138.	138.		0.
3	DRAPERIES	072793	SL	10.00	16	856.			856.	856.		0.
4	CABINETS FOR OFFICE	081093	SL	10.00	16	1,466.			1,466.	1,466.		0.
5	CARPET & BLINDS	081393	SL	10.00	16	1,895.			1,895.	1,895.		0.
6	LATERAL FILE 4 DR	090293	SL	10.00	16	939.			939.	939.		0.
7	COAT RACK	090293	SL	10.00	16	195.			195.	195.		0.
8	SIDE CHAIRS 6	090293	SL	10.00	16	3,390.			3,390.	3,390.		0.
9	ELECTRIC RANGE	022294	SL	10.00	16	652.			652.	652.		0.
10	REFRIGERATOR	022294	SL	10.00	16	1,282.			1,282.	1,282.		0.
11	AMERICAN CHEST	120296	SL	10.00	16	8,047.			8,047.	8,047.		0.
12	WALNUT DESK	120296	SL	10.00	16	4,598.			4,598.	4,598.		0.
13	CHIPPENDALE CHAIR	120296	SL	10.00	16	690.			690.	690.		0.
14	WALNUT CANDLE STAND	120296	SL	10.00	16	460.			460.	460.		0.
15	OFFICE FURNITURE	031897	SL	10.00	16	1,563.			1,563.	1,563.		0.
16	OFFICE CABINETS DELL DIMENSION 8300	042701	SL	10.00	16	3,625.			3,625.	3,447.		91.
17	COMPUTER	093003	SL	10.00	16	1,950.			1,950.	1,560.		195.

128102
05-01-11

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
22	OFFICE FURNITURE	040105SL		7.00	16	2,624.			2,624.	2,187.		375.
25	COMPUTER	081810SL		5.00	16	1,473.			1,473.	123.		295.
29	VACUUM CLEANER	022211SL		5.00	16	735.			735.			135.
	* 990-PF PG 1 TOTAL											
	- OFFICE EQUIPMENT LEASHOLD IMPROVEMENTS FARM HOUSE					37,654.		0.	37,654.	34,564.	0.	1,091.
18	RENOVATION	090293SL		39.00	16	11,172.			11,172.	4,974.		286.
19	LANDSCAPING	013195SL		20.00	16	11,696.			11,696.	9,358.		585.
20	WHIPPERNOCK NEW ROOF	080800SL		39.00	16	10,368.			10,368.	2,782.		266.
21	AIR CONDITIONING UNIT CK30	050901SL		39.00	16	1,350.			1,350.	339.		35.
23	GENERATOR	042606SL		10.00	16	6,734.			6,734.	3,197.		673.
24	HEAT PUMP											
24	WHIPPERNOCK FARM BASEMENT	123110SL		39.00	16	4,575.			4,575.	10.		117.
28	RENOVATIONS	042111SL		39.00	16	7,468.			7,468.			144.
	* 990-PF PG 1 TOTAL											
	- LEASHOLD IMPROVE					53,363.		0.	53,363.	20,660.	0.	2,106.
	* GRAND TOTAL											
	990-PF PG 1 DEPR					91,017.		0.	91,017.	55,224.	0.	3,197.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
VARIOUS	130,111.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	130,111.

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
LAND - PRINCE GEORGE, VIRGINIA	1	4,100.
TOTAL TO FORM 990-PF, PART I, LINE 5A		4,100.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	6,561.	6,561.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	6,561.	6,561.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,150.	2,460.	0.	3,690.
TO FORM 990-PF, PG 1, LN 16B	6,150.	2,460.	0.	3,690.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER FEES	581.	232.	0.	349.
TO FORM 990-PF, PG 1, LN 16C	581.	232.	0.	349.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	11,735.	5,208.	0.	6,527.
REAL ESTATE TAXES	3,766.	1,506.	0.	2,260.
OTHER TAXES	2,673.	2,673.	0.	0.
FEDERAL INCOME TAXES	13,177.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	31,351.	9,387.	0.	8,787.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HEALTH INSURANCE	29,585.	12,775.	0.	16,810.
NON DEDUCTIBLE EXPENSES	354.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	29,939.	12,775.	0.	16,810.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED SCHEDULE	7,216,643.	17,639,135.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,216,643.	17,639,135.	

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	9
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
TYPEWRITER IBM	1,076.	1,076.	0.
FILE CABINET	138.	138.	0.
DRAPERIES	856.	856.	0.
CABINETS FOR OFFICE	1,466.	1,466.	0.
CARPET & BLINDS	1,895.	1,895.	0.
LATERAL FILE 4 DR	939.	939.	0.
COAT RACK	195.	195.	0.
SIDE CHAIRS 6	3,390.	3,390.	0.
ELECTRIC RANGE	652.	652.	0.
REFRIGERATOR	1,282.	1,282.	0.
AMERICAN CHEST	8,047.	8,047.	0.
WALNUT DESK	4,598.	4,598.	0.
CHIPPENDALE CHAIR	690.	690.	0.
WALNUT CANDLE STAND	460.	460.	0.
OFFICE FURNITURE	1,563.	1,563.	0.
OFFICE CABINETS	3,625.	3,538.	87.
DELL DIMENSION 8300 COMPUTER	1,950.	1,755.	195.
FARM HOUSE RENOVATION	11,172.	5,260.	5,912.
LANDSCAPING	11,696.	9,943.	1,753.
WHIPPERNOCK NEW ROOF	10,368.	3,048.	7,320.
AIR CONDITIONING UNIT CK30	1,350.	374.	976.
OFFICE FURNITURE	2,624.	2,562.	62.
GENERATOR	6,734.	3,870.	2,864.
HEAT PUMP WHIPPERNOCK FARM	4,575.	127.	4,448.
COMPUTER	1,473.	418.	1,055.
BASEMENT RENOVATIONS	7,468.	144.	7,324.
VACCUM CLEANER	735.	135.	600.
TOTAL TO FM 990-PF, PART II, LN 14	91,017.	58,421.	32,596.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
EDWARD B. TITMUS SUTHERLAND, VA 23885	PRESIDENT 30.00	55,625.	0.	0.
WILLIAM D. ALLEN, III DINWIDDIE, VA 23841	VICE PRESIDENT/COUNSEL 1.00	425.	0.	0.
JOHN J. MULDOWNNEY RICHMOND, VA 23221	TREASURER 1.00	425.	0.	0.
EDWARD H. TITMUS, III SUTHERLAND, VA 23885	EXECUTIVE VICE-PRESIDENT 30.00	30,425.	0.	0.
KIMBERLY C. PRZYBYL RALEIGH, NC 27612	SECRETARY 30.00	30,425.	0.	0.
WILLIAM A. YOUNG, JR. PETERSBURG, VA 23805	VICE PRESIDENT 1.00	425.	0.	0.
ANDREW J. WHITE PETERSBURG, VA 23805	VICE PRESIDENT 1.00	425.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		118,175.	0.	0.

The Titmus Foundation

01/31/12

54-6051332

Shares	Description	Acquired	Sold	Sales Price	Cost	Gain(Loss)
Long Term						
3,237.932	Capital Wrld Grw&Incm A	Various Long Term	02/14/11	118,216.90	153,421.24	(35,204.34)
6,000.000	Equity One Inc	02/02/07	09/27/11	102,723.81	112,421.34	(9,697.53)
5,000.000	Equity One Inc	02/02/07	12/23/11	85,582.34	93,684.45	(8,102.11)
3,044.198	Euro Pac Grwth Amer A Fd	Various Long Term	02/14/11	128,160.74	159,146.79	(30,986.05)
3,000.000	Hewlett-Packard Company	02/02/07	05/18/11	107,587.12	59,055.20	48,531.92
5,000.000	Hewlett-Packard Company	02/02/07	06/07/11	179,541.54	98,425.31	81,116.23
5,384.049	New Economy Fund CI A	Various Long Term	08/10/11	123,725.45	160,385.91	(36,660.46)
4,731.087	New Persepctive Fd CI A	Various Long Term	08/10/11	120,311.54	162,196.05	(41,884.51)
2,772.245	New World Fd Inc CI A	Various Long Term	08/10/11	134,204.38	164,184.83	(29,980.45)
5,000.000	Olin Corp New	02/02/07	12/22/11	100,347.56	78,672.39	21,675.17
1,000.000	AT&T Inc		01/19/12	30,004.29	9,848.85	20,155.44
231.000	UDR Inc		01/19/12	5,593.81	1,718.62	3,875.19
1,000.000	Verizon Communications		01/19/12	38,503.99	17,179.16	21,324.83
Total Long Term Sales				1,274,503.47	1,270,340.14	4,163.33
Short Term						
3,000.000	Amer Water Works Company	02/15/11	09/27/11	90,822.74	82,256.00	8,566.74
Total Short Term Sales				90,822.74	82,256.00	8,566.74
Grand Totals				1,365,326.21	1,352,596.14	12,730.07

The Titmus Foundation, Inc.
February 1, 2011 – January 31, 2012
54-6051332

<u>Date</u>	<u>Name & Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
11/15/11	Alice Lloyd College 100 Purpose Road, Pippa Passes, Kentucky 41844	E	Scholarships for needy students	5,000.00
02/02/11	Amelia County High School 8500 Otterburn Rd., Amelia Court House, VA 23002	E	After Prom Event	300.00
11/14/11	American Cancer Society-Dinwiddie Unit P.O. Box 429, Richmond, VA 23218-0429	C	General Support	1,500.00
05/18/11	American Diabetes Association 4335 Cox Rd., Glen Allen, VA 23060	C	To assist with cure & care of Diabetics	2,500.00
06/28/11	American Frontier Culture Foundation P.O. Box 629, Staunton, VA 24402-0629	C	School field trips of students from Sutherland, VA area	2,000.00
10/05/11	American Red Cross-Southside Area Chapter P.O. Box 1261, Hopewell, VA 23860	C	Sup. of the Southside Area Chapter's Cash reserve fund	5,000.00
03/02/11	APVA-Fort Henry Branch 204 West Franklin St., Richmond, VA 23220-5012	C	General Support	1,000.00
06/17/11	Apple Ridge Farm Inc. 541 Luck Ave., SW, Roanoke, VA 24016	C	Academic Summer Camp Program for tuition for low-income at-risk students	1,000.00
06/28/11	Arts NC State Campus Box 7306, Raleigh, NC 27695-7306	E	6 th pmt. on \$350,000. Pledge	50,000.00
05/27/11	Berea College CPO 2216, Berea, KY 40404	E	Add. to the corpus of The Titmus Scholarship Fund	5,000.00
06/17/11	Bethany House of Northern Virginia, Inc. 6121 Lincolnia Rd., Ste. 303, Alexandria, VA 22312	C	General Support	1,500.00
09/07/11	Bethany Kids P.O. Box 1297, Abingdon, VA 24212-1297	C	Training pediatric neurosurgeons at Kijabe Hospital in Kenja	5,000.00
07/01/11	Black History Museum & Cul. Center of VA., Inc. 00 Clay St., Rihcmond, VA 23219	E	Museum's exhibitions & Programming	2,500.00

08/26/11	Bland Ministry Center P.O. Box 211, Bland, VA 24315	C	Dental Clinic Coordinator	3,000.00
05/27/11	Blue Ridge Hospice 333 West Cork St., #405, Winchester, VA 22601	C	General Support	2,000.00
09/26/11	Bon Secours Richmond Health Care Foundation 5875 Bremon Rd., Suite 305, Richmond, VA 23226	C	1 st pmt. on \$100,000. pledge	20,000.00
05/27/11	Boys & Girls Clubs of Bristol P.O. Box 1074, Bristol, VA 24203	C	Operating Exp.	1,000.00
05/24/11	Braille Circulating Library 2700 Stuart Ave., Richmond, VA 23220-3305	E	2.5% of the 2011 Operating Budget	2,250.00
03/18/11	Calvary Temple 110 N. Dunlop St., Petersburg, VA 23803	R	General Support	250.00
05/04/11	Campbell University P.O. Box 116, Buies Creek, NC 27506	E	7 th & 8th pmt. on \$500,000. pledge	100,000.00
02/02/11	Cares P.O. Box 1142, Petersburg, VA 23804	C	General Support	5,225.00
09/07/11	Carver Promise 1110 West Leigh St., Richmond, VA 23260-5817	E	Academic Achievement	1,000.00
08/17/11	Center for High Blood Pressure 1200 West Cary St., Richmond, VA 23220	C	Patient Care	3,000.00
05/24/11	Chesapeake Bay Foundation 6 Herndon Ave., Annapolis, MD 21403	C	Final pmt. on \$30,000. pledge	7,500.00
03/22/11	CHIP of Roanoke Valley 1201 Third St., SW, Roanoke, VA 24016	C	4 th pmt. on \$50,000. Pledge	10,000.00
06/29/11	Children's Museum of Richmond 2626 West Broad St., Richmond, VA 23220-1904	E	Scholarship Fund	2,000.00
03/22/11	Chowan University One University Place, Murfreesboro, NC 27855	E	Sharee Carol Atkinson Scholarship	5,000.00
09/07/11	Coalfield Water Development Fund P.O. Box 34, Big Stone Gap, VA 24219	C	Expansion of water development project	4,000.00
05/27/11	Community CarePartners, Inc. 68 Sweeten Creek Rd., Asheville, NC 28803	C	General Support	2,000.00
03/22/11	Cooperative Baptist Fellowship 2930 Flowers Road South, Suite 133, Atlanta, GA 30341	R	Haiti Housing Network	5,000.00

03/22/11	Cooperative Baptist Fellowship 2930 Flowers Road South, Suite 133, Atlanta, GA 30341	R	Japan Relief Effort	5,000.00
01/23/12	Cooperative Baptist Fellowship of VA 3400 Brook Road, Richmond, VA 23227	R	Final pmt. on \$15,000.00 pledge	5,000.00
08/17/11	Cullowhee Com. Safety & Parks Assoc. Inc. P.O. Box 2470, Cullowhee, NC 28723-2470	C	Facility Improvement	2,000.00
10/20/11	Cumberland College 6191 College Station Dr., Williamsburg, KY 40769	E	Student Workshop Assistance	5,000.00
05/20/11	Cystic Fibrosis Foundation-VA Chapter 2727 Enterprise Parkway, Richmond, VA 23294	C	In honor of Lucas Allen	500.00
03/10/11	Dairy Foundation of Virginia P.O. Box 340, Midland, VA 22728	C	Final pmt. on \$25,000. Pledge	5,000.00
09/19/11	Dept. of Social Services Dinwiddie Co. P.O. Box 107, Dinwiddie, VA 23841	C	Supplement the USDA Commodities Distribution program	2,500.00
11/17/11	Dinwiddie Christmas Sharing Foundation P.O. Box 462, Dinwiddie, VA 23841	C	To help families in Din. Co. during the holiday season	2,500.00
05/24/11	Dinwiddie County 4-H 13915-H Boydton Plank Rd., Dinwiddie, VA 23841	E	4-H Camp & Camper Scholarships	3,000.00
07/21/11	Dinwiddie County Dept. of Social Services P.O. Box 107, Dinwiddie, VA 23841	C	Supplies for Success program	1,200.00
10/28/11	Dinwiddie County-W.E. Jones, Treasurer P.O. Box 70, Dinwiddie, VA 23841	C	3 rd & final pmt. on initial pledge of \$125,000.00 made for the Din. Co. Sports Complex.	25,000.00
02/11/11	Dinwiddie High School 11501 Boisseau Rd., Dinwiddie, VA 23841	E	Project Jumpstart	5,000.00
08/17/11	Doctors Without Borders 333 Seventh Ave., 2 nd Floor, New York, NY 10001-5004	C	Crisis in Somalia	5,000.00
09/07/11	Elijah House Academy 6255 Warwick Rd., Richmond, VA 23224	E	Janice Whitlow Scholarship	2,500.00
08/17/11	Elk Hill P.O. Box 99, Goochland, VA 23063	E	Literacy for Life reading intervention program	10,000.00

06/28/11	Families of the Wounded Fund, Inc. 8603 Royal Birkdale Dr., Chesterfield, VA 23832-4400	C	4 th pmt. on \$50,000. Pledge	10,000.00
08/17/11	Ferrum College P.O. Box 1000, Ferrum, VA 24088-9000	E	William Pettus Endowed Scholarship	10,000.00
08/08/11	First Bap. Ch.-Va. T. Anderson Mem. Class 236 Harrison St., Petersburg, VA 23803	R	Cost of trip for 3 students to NY	1,725.00
12/03/11	Fork Union Military Academy P.O. Box 278, Fork Union, VA 23055	E	1 for 1 match for Jacobson Hall	30,000.00
07/01/11	Free Clinic of Danville 133 South Ridge St., Danville, VA 24543	C	10 sets of dentures for patients unable to pay	2,820.00
05/18/11	Friends Association For Children 1004 Saint John St., Richmond, VA 23220-2500	C	Childcare quality improvement Initiative	2,500.00
06/29/11	Gateway Homes, Inc. 11901 Reedy Branch Rd., Chesterfield, VA 23838	C	Life Skills & Education program	5,000.00
09/06/11	General Douglas MacArthur Foundation MacArthur Square, Norfolk, VA 23510	C	Facility Expansion	1,000.00
09/07/11	Hanover Tavern 13181 Hanvoer Courthouse Rd., Hanover, VA 23069	C	½ cost of gutter installation	3,900.00
09/07/11	Hargrave Military Academy 200 Military Drive, Chatham, VA 24531	E	Upgrading the technology program	5,000.00
02/23/11	Harnett County Historical Society Foundation P.O. Box 1329, Lillington, NC 27546	C	The Campbell House	5,000.00
09/06/11	Harrowgate Athletic Association 3208 Sylvania Place, Chester, VA 23831	C	Replacement of uniforms	500.00
08/23/11	Heritage Reg. Library Foundation, Inc. 11400 Goose Pond Ln., Charles City, VA 23030	E	1 st pmt. toward \$50,000. Pledge	16,666.68
09/26/11	Hollins University P.O. Box 9625, Roanoke, VA 24020-1625	E	1 st pmt. on \$100,000. pledge	20,000.00
08/17/11	Hospital Hospitality House 612 East Marshall St., Richmond, VA 23219	C	Family Assistance Program	3,000.00
08/17/11	Interfaith Adult Day Care, Inc. 201 Walnut Blvd., Petersburg, VA 23805	E	Scholarship Funds	2,500.00
08/17/11	Jackson-Field Homes 546 Walnut Grove Dr., Jarratt, VA 23867	E	Fire Suppression System for the Gwaltney Cottage	5,000.00

08/17/11	King College 1350 King College Rd., Bristol, TN 37620-2699	E	Va. Student scholarship in nursing field	5,000.00
06/03/11	Life Church 16801 Harrowgate Rd., Colonial Heights, VA 23834	R	Playground Equipment	1,000.00
06/03/11	Lord Fairfax Community College 173 Skirmisher Ln., Middletown, VA 22645-1745	E	Nursing Program on Fauquier Campus	5,000.00
09/19/11	Lupus Foundation of America 2000 L Street NW, Suite 415, Washington, DC 20036	C	General Support	2,000.00
08/26/11	Mary Carter Beacon House for Elderly & Handicapped Adults, Inc. 142 East Wythe St., Petersburg, VA 23804-0469	C	To subsidize program fees for private pay clients	2,278.00
06/01/11	Miller School of Albemarle 1000 Samuel Miller Loop, Charlottesville, VA 22903	E	Perry Foundation Challenge	5,000.00
02/23/11	Mountain Area Health Education Center 501 Biltmore Ave., Asheville, NC 28801	E	Purchasing intraoral cameras for dental clinic	4,492.00
09/07/11	NCSU-CALS Dean's Fund NC State University Box 7645, Raleigh, NC 27695	E	Dean's Fund for Excellence	1,000.00
08/22/11	NSCIA 75-20 Astoria Blvd., Jackson Heights, NY 11370	C	Sup. in printing the book <u>On A Roll</u>	5,000.00
05/23/11	Namozine Volunteer Fire & EMS 3913 Pelham Avenue, Petersburg, VA 23803	C	General Support	1,000.00
05/18/11	National Child Safety Council P.O. box 120, Dinwiddie, VA 23841	C	Child safety & drug prevention education	1,000.00
05/18/11	New Song Fellowship 865 Woodstock Rd., Virginia Beach, VA 23464	R	Financial Peace University participant materials & leader	1,000.00
02/02/11	NC State Alumni Association Campus Box 7503, Raleigh, NC 27695-7503	E	EBT End./ JTC Scholarship	5,000.00
09/09/11	North Carolina Spinal Cord Injury Association 3701 Wake Forest Rd., Raleigh, NC 27609	C	Support of Bryant Neville's effort	5,000.00
05/24/11	Northern Neck Food Bank, Inc. P.O. Box 93, White Stone, VA 22578	C	To purchase 10,000 lbs. of food	1,700.00

05/12/11	Northern Virginia Family Service 10455 White Granite Drive, Ste. 100, Oakton, VA 22124	C	Oral Health Project	1,500.00
06/29/11	Orange County Free Clinic P.O. Box 441, Orange, VA 22960	C	Medical equip. & sup. to assist in fulfilling the Clinic's Mission	2,315.00
05/27/11	Peninsula Agency on Aging, Inc. 739 Thimble Shoals Blvd., Ste 1006, Newport News, VA 23606	C	In-home care for frail elderly	1,350.00
10/05/11	Petersburg Foster Grandparent Prog., Inc. 23 Seyler Dr., Petersburg, VA 23805	C	Transportation Services	2,500.00
05/18/11	Piedmont Virginia Community College 501 College Dr., Charlottesville, VA 22902-7589	E	LPN Program	5,000.00
06/17/11	Pregnancy Support Center of the Tri-Cities 700 South Sycamore St., Ste. 12, Petersburg, VA 23803	C	General Support	5,000.00
06/01/11	Presbyterian Healthcare Foundation P.O. Box 33549, Charlotte, NC 28233-3549	C	The Cruiser's programmatic needs for youth 0-17 years of age	3,000.00
10/13/11	PGHS VPTA 7801 Laurel Spring Rd., Prince George, VA 23875	E	After Prom Party April 21, 2012	300.00
08/17/11	Richmond Friends of the Homeless LTD 5209 Hackney Rd., Richmond, VA 23234	C	General Support	5,000.00
06/28/11	Roanoke Church of Christ 2606 Brandon Ave., Roanoke, VA 24015	R	To send 2 Guatemalan Students to medical & dental school in 2012	3,300.00
08/22/11	Rocky Run UMC, On A Roll 14295 Glebe Rd., DeWitt, VA 23840	R	"On A Roll"	5,000.00
05/03/11	St. Andrew's School 227 South Cherry St., Richmond, VA 23220	E	Partial Scholarships	4,000.00
05/27/11	St. Joseph's Mission Fund 8705 Falkstone Ln., Alexandria, VA 22309-4004	R	Gen. operating & relief purposes	2,000.00
02/02/11	St. Joseph's Villa 8000 Brook Rd., Richmond, VA 23227	R	2 nd pmt. on \$250,000. Pledge	37,500.00
05/27/11	Samaritan's Purse P.O. Box 3000, Boone, NC 28607	C	Emergency relief in Japan	2,500.00

06/28/11	Williamsburg Area Meals on Wheels, Inc. P.O. Box 709, Williamsburg, VA 23187	C	Meal Subsidy	2,500.00
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02/11/11	Zion Baptist Church 225 Byrne St., Petersburg, VA 23803-4239	R	General Sup.	5,000.00
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Total Contributions as of 01/31/2012

	\$	853,091.68	
Nustar Energy K-1		89.00	+

		853,180.68	*