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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning **MAY 1, 2011**, and ending **APR 30, 2012**

| | | |
|--|--|--|
| Name of foundation CARUTHERS FOUNDATION, INC. | | A Employer identification number 51-0248560 |
| Number and street (or P O box number if mail is not delivered to street address) 4600 NORTH FAIRFAX DRIVE, SUITE 1000 | | B Telephone number 703-524-8811 |
| City or town, state, and ZIP code ARLINGTON, VA 22203 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 836,483. | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|------------------------------------|---------------------------|-------------------------|---|
| Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small> | | | N/A | |
| 1 Contributions, gifts, grants, etc., received | | | | |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| 3 Interest on savings and temporary cash investments | 2,691. | 2,691. | | STATEMENT 1 |
| 4 Dividends and interest from securities | 16,178. | 16,178. | | STATEMENT 2 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | 31,441. | | | |
| b Gross sales price for all assets on line 6a 680,447. | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 31,441. | | |
| 8 Net short-term capital gain | | | | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit or (loss) | | | | |
| 11 Other income | | | | |
| 12 Total. Add lines 1 through 11 | 50,310. | 50,310. | | |
| 13 Compensation of officers, directors, trustees, etc | 0. | 0. | | 0. |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees | | | | |
| b Accounting fees STMT 3 | 4,200. | 4,200. | | 0. |
| c Other professional fees | | | | |
| 17 Interest | | | | |
| 18 Taxes | | | | |
| 19 Depreciation and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | 500. | 500. | | 0. |
| 22 Printing and publications | | | | |
| 23 Other expenses STMT 4 | 9,189. | 9,189. | | 0. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 13,889. | 13,889. | | 0. |
| 25 Contributions, gifts, grants paid | 145,500. | | | 145,500. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 159,389. | 13,889. | | 145,500. |
| 27 Subtract line 26 from line 12: | | | | |
| a Excess of revenue over expenses and disbursements | <109,079.> | | | |
| b Net investment income (if negative, enter -0-) | | 36,421. | | |
| c Adjusted net income (if negative, enter -0-) | | | N/A | |

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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only | | Beginning of year | End of year | | |
|-----------------------------|---|---|----------------|-----------------------|-------------|----------|----------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | | | |
| Assets | 1 | Cash - non-interest-bearing | | 209,508. | 208,544. | 208,544. | |
| | 2 | Savings and temporary cash investments | | 167,675. | | | |
| | 3 | Accounts receivable ▶ | | | | | |
| | | Less: allowance for doubtful accounts ▶ | | | | | |
| | 4 | Pledges receivable ▶ | | | | | |
| | | Less: allowance for doubtful accounts ▶ | | | | | |
| | 5 | Grants receivable | | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons | | | | | |
| | 7 | Other notes and loans receivable ▶ | | | | | |
| | | Less: allowance for doubtful accounts ▶ | | | | | |
| | 8 | Inventories for sale or use | | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | | |
| | 10a | Investments - U.S. and state government obligations STMT 7 | | | 11,753. | 0. | 0. |
| | b | Investments - corporate stock STMT 8 | | | 297,301. | 110,974. | 118,367. |
| | c | Investments - corporate bonds | | | | | |
| 11 | Investments - land, buildings, and equipment basis ▶ | | | | | | |
| | Less accumulated depreciation ▶ | | | | | | |
| 12 | Investments - mortgage loans | | | | | | |
| 13 | Investments - other STMT 9 | | | 260,587. | 498,543. | 509,572. | |
| 14 | Land, buildings, and equipment: basis ▶ | | | | | | |
| | Less accumulated depreciation ▶ | | | | | | |
| 15 | Other assets (describe ▶) | | | | | | |
| 16 | Total assets (to be completed by all filers) | | | 946,824. | 818,061. | 836,483. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | | | |
| | 18 | Grants payable | | 28,000. | 6,000. | | |
| | 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) | | | 28,000. | 6,000. | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input type="checkbox"/> | | | | | | |
| | and complete lines 24 through 26 and lines 30 and 31. | | | | | | |
| | 24 | Unrestricted | | | | | |
| | 25 | Temporarily restricted | | | | | |
| | 26 | Permanently restricted | | | | | |
| | Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> | | | | | | |
| | and complete lines 27 through 31. | | | | | | |
| | 27 | Capital stock, trust principal, or current funds | | | 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 | | | 918,824. | 812,061. | | |
| 30 | Total net assets or fund balances | | | 918,824. | 812,061. | | |
| 31 | Total liabilities and net assets/fund balances | | | 946,824. | 818,061. | | |

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 | 918,824. |
| 2 | Enter amount from Part I, line 27a | 2 | <109,079.> |
| 3 | Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5 | 3 | 3,200. |
| 4 | Add lines 1, 2, and 3 | 4 | 812,945. |
| 5 | Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6 | 5 | 884. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 812,061. |

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 WASHINGTON MUTUAL BANK | P | 04/22/09 | 10/31/11 |
| b SEE ATTACHED SUMMARY | P | VARIOUS | VARIOUS |
| c SEE ATTACHED SUMMARY | P | VARIOUS | VARIOUS |
| d CAPITAL GAINS DIVIDENDS | | | |
| 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 57,000. | | 59,563. | <2,563.> |
| b 289,527. | | 289,143. | 384. |
| c 332,875. | | 300,300. | 32,575. |
| d 1,045. | | | 1,045. |
| e | | | |

| (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)) |
|---------------------------|--------------------------------------|---|---|
| | | | <2,563.> |
| | | | 384. |
| | | | 32,575. |
| | | | 1,045. |
| 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 | 31,441. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): | | 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 | 100,000. | 927,097. | .107864 |
| 2009 | 145,500. | 975,470. | .149159 |
| 2008 | 73,750. | 1,012,508. | .072839 |
| 2007 | 126,600. | 1,089,633. | .116186 |
| 2006 | 64,450. | 888,094. | .072571 |

| | | |
|---|----------|-----------------|
| 2 Total of line 1, column (d) | 2 | .518619 |
| 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 | .103724 |
| 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 | 4 | 869,256. |
| 5 Multiply line 4 by line 3 | 5 | 90,163. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 364. |
| 7 Add lines 5 and 6 | 7 | 90,527. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 145,500. |

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

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

| | | | |
|----|--|----|------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 364. |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 2 | 0. |
| 3 | Add lines 1 and 2 | 3 | 364. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | 0. |
| 5 | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | 5 | 364. |
| 6 | Credits/Payments | | |
| a | 2011 estimated tax payments and 2010 overpayment credited to 2011 | 6a | |
| b | Exempt foreign organizations - tax withheld at source | 6b | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | 364. |
| d | Backup withholding erroneously withheld | 6d | |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | 364. |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 0. |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | |
| 11 | Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/> | 11 | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|----|-----|----|
| 1a | | X |
| 1b | | X |
| 1c | | X |
| 2 | | X |
| 3 | | X |
| 4a | | X |
| 4b | | |
| 5 | | X |
| 6 | X | |
| 7 | X | |
| 8a | | |
| 8b | X | |
| 9 | | X |
| 10 | | X |

N/A

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) | | | 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) | | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u> | X | | |
| 14 | The books are in care of ▶ <u>JUSTIN MILLER</u> Telephone no. ▶ <u>703-524-8811</u> Located at ▶ <u>4600 N FAIRFAX DRIVE, SUITE 1000, ARLINGTON, VA</u> ZIP+4 ▶ <u>22203</u> | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>N/A</u> | | | |
| 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 ▶ | | Yes | No |
| | | | | X |

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

| File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. | | Yes | No |
|---|--|-----|----|
| 1a | During the year did the foundation (either directly or indirectly): | | |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) | Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <u>N/A</u> | 1b | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? | 1c | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | |
| a | At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____ | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u> | 2b | |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____ | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) <u>N/A</u> | 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 |

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)? Yes No **N/A** 5b

Organizations relying on a current notice regarding disaster assistance check here

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

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? Yes No 6b **X**

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **N/A** 7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| SEE STATEMENT 10 | | 0. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

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. |

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 | 608,042. |
| b | Average of monthly cash balances | 1b | 274,451. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 882,493. |
| 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 | 882,493. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 13,237. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 869,256. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 43,463. |

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 | 43,463. |
| 2a | Tax on investment income for 2011 from Part VI, line 5 | 2a | 364. |
| b | Income tax for 2011. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 364. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 43,099. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 43,099. |
| 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 | 43,099. |

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 | 145,500. |
| 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 | 145,500. |
| 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 | 364. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 145,136. |

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 | | | | 43,099. |
| 2 Undistributed income, if any, as of the end of 2011 | | | | |
| a Enter amount for 2010 only | | | 0. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2011: | | | | |
| a From 2006 | 20,651. | | | |
| b From 2007 | 73,286. | | | |
| c From 2008 | 23,394. | | | |
| d From 2009 | 97,999. | | | |
| e From 2010 | 54,149. | | | |
| f Total of lines 3a through e | 269,479. | | | |
| 4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ | 145,500. | | | |
| a Applied to 2010, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2011 distributable amount | | | | 43,099. |
| e Remaining amount distributed out of corpus | 102,401. | | | |
| 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: | 371,880. | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 | 20,651. | | | |
| 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a | 351,229. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2007 | 73,286. | | | |
| b Excess from 2008 | 23,394. | | | |
| c Excess from 2009 | 97,999. | | | |
| d Excess from 2010 | 54,149. | | | |
| e Excess from 2011 | 102,401. | | | |

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

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

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

| | Tax year | | | | (e) Total |
|--|----------|----------|----------|----------|-----------|
| | (a) 2011 | (b) 2010 | (c) 2009 | (d) 2008 | |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon: | | | | | |
| a "Assets" alternative test - enter: | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter: | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

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).)

NONE

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:

JUSTIN MILLER, 703-524-8811
4600 N FAIRFAX DRIVE, STE 1000, ARLINGTON, VA 22203

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

WRITTEN REQUEST

c Any submission deadlines:

APRIL 30

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

NO

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 |
|--|--|--------------------------------------|-------------------------------------|----------|
| <p><i>a Paid during the year</i></p> <p>ARLINGTON FOOD ASSISTANCE CENTER 2708 S. NELSON STREET ARLINGTON, VA 22206</p> | | PUBLIC | HOMELESS/DOMESTIC VIOLENCE | 2,500. |
| <p>ARLINGTON FREE CLINIC 2921 11TH STREET SOUTH ARLINGTON, VA 22204</p> | | PUBLIC | HEALTH | 10,000. |
| <p>ARLINGTON PEDIATRIC CENTER 3045-A COLUMBIA PIKE ARLINGTON, VA 22204</p> | | PUBLIC | HEALTH | 2,000. |
| <p>FOCUSED ULTRASOUND 1230 CEDARS COURT, SUITE F CHARLOTTESVILLE, VA 22903</p> | | PUBLIC | HEALTH HEALTH | 50,000. |
| <p>DOORWAYS FOR WOMEN AND CHILDREN P.O. BOX 100185 ARLINGTON, VA 22210</p> | | PUBLIC | HOMELESS/DOMESTIC VIOLENCE | 30,000. |
| <p>Total SEE CONTINUATION SHEET(S) ▶ 3a</p> | | | | 145,500. |
| <p><i>b Approved for future payment</i></p> <p>NONE</p> | | | | |
| <p>Total ▶ 3b</p> | | | | 0. |

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

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|--|--------------------------------------|-------------------------------------|----------------|
| PICKLEBERRY PIE, INC 305 DICKENS WAY SANTA CRUZ, CA 95064 | | PUBLIC | HEALTH | 1,000. |
| ST JUDE CHILDREN'S HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105 | | PUBLIC | HEALTH | 15,000. |
| THE SCHOLARSHIP FUND OF ALEXANDRIA 3330 KING STREET ALEXANDRIA, VA 22302 | | PUBLIC | EDUCATION | 5,000. |
| YMCA ARLINGTON 3422 NORTH 13TH STREET ARLINGTON, VA 22201 | | PUBLIC | COMMUNITY | 10,000. |
| THE VIRGINIA COLLEGE FUND 3122 MARSHALL STREET, SUITE 214 RICHMOND, VA 23230 | | PUBLIC | EDUCATION | 5,000. |
| ARLINGTON PARTNERSHIP FOR AFFORDABLE HOUSING 2704 N. PERSHING DRIVE ARLINGTON, VA 22201 | | PUBLIC | HOMELESS/DOMESTIC VIOLENCE | 5,000. |
| ARLINGTON STREET PEOPLE'S ASSISTANCE NETWORK P.O. BOX 100731 ARLINGTON, VA 22210 | | PUBLIC | HOMELESS/DOMESTIC VIOLENCE | 2,500. |
| ARLINGTONIANS MEETING EMERGENCY NEEDS P.O. BOX 7429 ARLINGTON, VA 22207 | | PUBLIC | COMMUNITY | 2,000. |
| ARLINGTON COMMUNITY FOUNDATION 1818 N. QUINCY STREET, SUITE 103 ARLINGTON, VA 22203 | | PUBLIC | COMMUNITY | 5,500. |
| Total from continuation sheets | | | | 51,000. |

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

| SOURCE | AMOUNT |
|--|--------|
| BB&T WEALTH | 12. |
| WELLS FARGO ADVISORS | 2,679. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 2,691. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|----------------------------------|--------------|-------------------------|-------------------|
| BB&T WEALTH | 17,223. | 1,045. | 16,178. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 17,223. | 1,045. | 16,178. |

FORM 990-PF ACCOUNTING FEES STATEMENT 3

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------|---------------------------|-------------------------|-------------------------|
| FRITZ AND COMPANY PC | 4,200. | 4,200. | | 0. |
| TO FORM 990-PF, PG 1, LN 16B | 4,200. | 4,200. | | 0. |

FORM 990-PF OTHER EXPENSES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------|---------------------------|-------------------------|-------------------------|
| BB&T WEALTH INVESTMENT FEES | 9,110. | 9,110. | | 0. |
| VIRGINIA REGISTRATION | 60. | 60. | | 0. |
| BB&T WEALTH ADR FEES | 17. | 17. | | 0. |
| ECHECK FEE | 2. | 2. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 9,189. | 9,189. | | 0. |

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 5

| DESCRIPTION | AMOUNT |
|---|--------|
| VOIDED 2010 DONATION TO CAPITAL HOSPICE | 2,000. |
| ADJUSTMENT FOR LADDERED CD'S | 1,200. |
| TOTAL TO FORM 990-PF, PART III, LINE 3 | 3,200. |

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

| DESCRIPTION | AMOUNT |
|--|--------|
| FOREIGN TAXES WITHHELD | 380. |
| 2010 990PF | 504. |
| TOTAL TO FORM 990-PF, PART III, LINE 5 | 884. |

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

| DESCRIPTION | U.S. GOV'T | OTHER GOV'T | BOOK VALUE | FAIR MARKET VALUE |
|--|------------|-------------|------------|-------------------|
| 1082.228 SH NUVEEN LIMITED TERM MUNI BOND FD | | X | 0. | 0. |
| TOTAL U.S. GOVERNMENT OBLIGATIONS | | | | |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS | | | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10A | | | 0. | 0. |

FORM 990-PF CORPORATE STOCK STATEMENT 8

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|--------------------------|------------|-------------------|
| 160 SH ABB LTD SPONS ADR | 0. | 0. |
| 110 SH AT&T | 0. | 0. |
| 58 SH CHEVRON CORP | 6,223. | 6,180. |
| 120 SH CISCO SYSTEMS | 0. | 0. |
| 180 SH COMCAST CORP CL A | 0. | 0. |
| 55 SH CONOCOPHILLIPS | 0. | 0. |

| | | |
|--|--------|--------|
| 95 SH THE WALT DISNEY COMPANY | 0. | 0. |
| 42 SH EXXON MOBIL CORPORATION | 0. | 0. |
| 180 SH GENERAL ELECTRIC | 0. | 0. |
| 180 SH INTEL | 4,285. | 5,111. |
| 22 SH INTERCONTINENTALEXCHANGE INC | 0. | 0. |
| 100 SH KRAFT FOODS INC | 0. | 0. |
| 65 SH MEDTRONIC INC | 0. | 0. |
| 80 SH MERCK & CO INC | 0. | 0. |
| 235 SH MICROSOFT CORP | 6,634. | 7,524. |
| 104 SH PEPSICO INC | 6,941. | 6,864. |
| 60 SH SAP AKTIENGESELLSCHAFT ADR | 0. | 0. |
| 180 SH SOLUTIA INC | 0. | 0. |
| 175 SH SUNCOR ENERGY INC | 0. | 0. |
| 110 SH THE TRAVELERS COMPANIES INC | 6,126. | 7,075. |
| 130 SH VODAFONE GROUP PLC | 0. | 0. |
| 65 SH ALLIED WORLD ASSURANCE HOLDINGS LTD | 0. | 0. |
| 120 SH ADIDAS AG | 0. | 0. |
| 150 SH TENCENT HOLDINGS LTD | 0. | 0. |
| 65 SH KB FINANCIAL GROUP INC | 0. | 0. |
| 150 SH MANULIFE FINANCIAL CORP | 0. | 0. |
| 60 SH ENI SPA SPONSORED ADR | 0. | 0. |
| 44 SH SCHLUMBERGER LTD | 0. | 0. |
| 24 SH INTERNATIONAL BUSINESS MACHINES | 0. | 0. |
| 220 SH INTERVAL LEISURE GROUP | 0. | 0. |
| 50 SH BERKSHIRE HATHAWAY INC | 0. | 0. |
| 75 SH J P MORGAN CHASE & CO | 0. | 0. |
| 110 SH CROWN HOLDINGS | 0. | 0. |
| 85 SH ABBOTT LABORATORIES | 5,194. | 5,275. |
| 200 SH BANCO SANTANDER CENT HISPANO S A ADR | 0. | 0. |
| 46 SH JOHNSON & JOHNSON | 0. | 0. |
| 70 SH ROCK-TENN COMPANY "A" | 0. | 0. |
| 38 SH LOCKHEED MARTIN CORP | 0. | 0. |
| 120 SH ORACLE SYS CORP | 0. | 0. |
| 140 SH LOWE'S COMPANIES INC | 0. | 0. |
| 130 SH VALE SA SP PREF ADR | 0. | 0. |
| 150 SH BARCLAYS PLC-SPONS ADR | 0. | 0. |
| 40 SH V F CORP | 0. | 0. |
| 70 SH AMPHENOL CORP CL A | 0. | 0. |
| 65 SH BANK OF NOVA SCOTIA | 0. | 0. |
| 170 SH CORNING INC | 0. | 0. |
| 80 SH HASBRO | 0. | 0. |
| 40 SH LABORATORY CORP OF AMERICA | 0. | 0. |
| 340 SH PFIZER INC | 6,650. | 7,786. |
| 55 SH SYNGENTA AG ADR | 0. | 0. |
| 48 SH TEVA PHARMACEUTICAL INDS LTD ADR | 0. | 0. |
| 110 SH WOLVERINE WORLD WIDE INC | 0. | 0. |
| 50 SH PROASSURANCE CORP | 0. | 0. |
| 55 SH HOSPIRA INC | 0. | 0. |
| 38 SH NOVO-NORDISK A S ADR | 0. | 0. |
| 50 SH DOLBY LABORATORIES IN CL A | 0. | 0. |
| 55 SH TOTAL S A SPONSORED | 0. | 0. |
| 340 SH TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD | 4,315. | 5,297. |
| 75 SH TYCO INTERNATIONAL LTD | 0. | 0. |
| 140 SH COOPER TIRE & RUBBER CO | 0. | 0. |

| | | |
|---|-----------------|-----------------|
| 270 SH INTERPUBLIC GROUP | 0. | 0. |
| 160 SH STAPLES INC | 0. | 0. |
| 90 SH TARGET CORP | 5,216. | 5,215. |
| 60 SH TREEHOUSE FOODS INC | 0. | 0. |
| 120 SH CAMECO CORP | 0. | 0. |
| 85 SH CENOVUS ENERGY | 0. | 0. |
| 10 SH LUKOIL | 0. | 0. |
| 60 SH WHITING PETROLEUM CORP | 0. | 0. |
| 180 SH BANK OF AMERICA CORP | 0. | 0. |
| 80 SH AMERICAN EXPRESS COMPANY | 0. | 0. |
| 187 SH BANCO BRADESCO S A | 0. | 0. |
| 180 SH DISCOVER FINANCIAL SVCS | 0. | 0. |
| 480 SH HUNTINGTON BANCSHARES INC | 0. | 0. |
| 80 SH METLIFE INC | 0. | 0. |
| 270 SH SLM CORPORATION | 0. | 0. |
| 34 SH BIO-RAD LABS | 0. | 0. |
| 65 SH LIFE TECHNOLOGIES CORP | 0. | 0. |
| 55 SH MEDNAX INC | 0. | 0. |
| 55 SH NOVARTIS A G ADR | 0. | 0. |
| 200 SH ATLAS COPCO AB SPONS | 0. | 0. |
| 90 SH BE AEROSPACE INC | 0. | 0. |
| 44 SH CANADIAN NATL RY CO | 0. | 0. |
| 132 SH FANUC LTD | 0. | 0. |
| 90 SH KBR INC | 0. | 0. |
| 80 SH OSHKOSH TRUCK B | 0. | 0. |
| 270 SH SOUTHWEST AIRLINES | 0. | 0. |
| 12 SH APPLE COMPUTER COPORATION | 0. | 0. |
| 60 SH HEWLETT PACKARD COMPANY | 0. | 0. |
| 100 SH MICROCHIP TECHNOLOGY INC | 0. | 0. |
| 110 SH PROGRESS SOFTWARE | 0. | 0. |
| 260 SH FORMERLY SGS-THOMSON MICROELECTRONICS SH | 0. | 0. |
| 100 SH TE CONNECTIVITY LTD | 0. | 0. |
| 65 SH CHECKPOINT SOFTWARE TECHNOLOGY | 0. | 0. |
| 180 SH ALCOA INC | 0. | 0. |
| 70 SH TECK CORPORATION | 0. | 0. |
| 70 SH TELENOR ASA ADR | 0. | 0. |
| 44 SH OIL STATES INTERNATIONAL INC | 0. | 0. |
| 260 SH PEARSON PLC SPONSORED ADR | 4,931. | 4,924. |
| 180 SH THOMSON REUTERS CORP COMMON | 5,278. | 5,368. |
| 210 SH ARCHER-DANIELS-MIDLAND CO | 5,968. | 6,474. |
| 91 SH KINDER MORGAN MANAGEMENT | 5,854. | 6,928. |
| 200 SH NATURAL RESOURCE PARTNERS L.P. | 5,791. | 4,990. |
| 34 SH BLACKROCK INC COMMON | 5,244. | 6,514. |
| 95 SH BAXTER INTERNATIONAL INC | 5,717. | 5,264. |
| 115 SH EMERSON ELECTRIC COMPANY | 5,729. | 6,042. |
| 90 SH ILLINOIS TOOL WORKS | 5,151. | 5,164. |
| 145 SH WASTE MANAGEMENT INC | 4,433. | 4,959. |
| 145 SH ROGERS COMMUNICATIONS INC | 5,294. | 5,413. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | <u>110,974.</u> | <u>118,367.</u> |

FORM 990-PF

OTHER INVESTMENTS

STATEMENT

9

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|---|------------------|------------|-------------------|
| 9800.695 SH STERLING CAPITAL SHORT-TERM BOND FUND | COST | 93,630. | 92,715. |
| 495.322 SH LAZARD EMERGING MKTS PORTFOLIO | COST | 8,079. | 9,520. |
| 6289.875 SH FEDERATED SHORT TERM INCOME FD | COST | 52,883. | 54,407. |
| 2091.544 CREDIT SUISSE COMMODITY RETURN STRATEGY | COST | 17,720. | 17,109. |
| 813.994 SH FORWARD INTERNATIONAL SMALL COMPANIES | COST | 10,067. | 10,851. |
| 3161.224 SH PIMCO LOW DURATION FUND | COST | 32,856. | 33,098. |
| 100 SH UTILITIES SELECT SECTOR SPDR FD | COST | 0. | 0. |
| 5023.711 SH PRUDENTIAL SHORT TERM CORP BOND FD | COST | 57,687. | 57,923. |
| 376.569 SH OPPENHEIMER DEVELOPING MKTS | COST | 12,296. | 12,449. |
| 678.017 SH STERLING CAPITAL SPECIAL OPPORTUNITIES FD | COST | 0. | 0. |
| 333.815 SH COHEN & STEERS REALTY SHARES | COST | 12,152. | 14,915. |
| 1906.505 SH DOUBLELINE TOTAL RETURN BOND FUND | COST | 21,258. | 21,353. |
| 660.210 SH FEDERATED MDT SMALL CAP GROWTH | COST | 8,794. | 8,490. |
| 1196.055 SH GOLDMAN SACHS GROWTH OPPORTUNITY | COST | 29,316. | 30,691. |
| 647.111 SH HARBOR INTERNATIONAL FUND INST | COST | 37,711. | 38,400. |
| 2706.689 SH HARDING LOEVNER INTERNATIONAL EQUITY INST | COST | 38,853. | 39,924. |
| 2105.346 SH STERLING CAPITAL MID VALUE FUND | COST | 28,152. | 30,275. |
| 571.667 SH VIRTUS QUALITY SMALL CAP FUND | COST | 6,860. | 7,363. |
| 3173.913 SH GOLDMAN SACHS ENHANCED INCOME FUND | COST | 30,229. | 30,089. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 498,543. | 509,572. |

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 |
|--|--------------------------|-------------------|------------------------------|--------------------|
| DONALD J. CREASY 12504 KNOLLBROOK DRIVE CLIFTON, VA 20124 | TRUSTEE 0.00 | 0. | 0. | 0. |
| PRESTON C. CARUTHERS 3800 N. MILITARY ROAD ARLINGTON, VA 22207 | TRUSTEE 0.00 | 0. | 0. | 0. |
| JUSTIN W. MILLER 1507 N. HARTFORD STREET ARLINGTON, VA 22201 | TRUSTEE 0.00 | 0. | 0. | 0. |
| STEPHEN P. CARUTHERS 3820 N. RICHMOND STREET ARLINGTON, VA 22207 | PRESIDENT 0.00 | 0. | 0. | 0. |
| LYNN E. CARUTHERS 904 GEORGETOWN RIDGE COURT MCLEAN, VA 22102 | TRUSTEE 0.00 | 0. | 0. | 0. |
| DANA J. SNYDER 904 MACKALL AVENUE MCLEAN, VA 22101 | SECRETARY 0.00 | 0. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 0. | 0. | 0. |

Caruthers Foundation
 51-0248560
 05/01/11 - 04/30/12

| <u>Description</u> | <u>Shares</u> | <u>Date</u> | | <u>Proceeds</u> | <u>Cost</u> | <u>Gain/ (Loss)</u> | <u>Term</u> |
|---------------------------------------|---------------|-----------------|-------------|-----------------|-------------|-------------------------|-------------|
| | | <u>Acquired</u> | <u>Sold</u> | | | | |
| Oshkosh Truck B | 80.000 | 6/8/2010 | 5/19/2011 | 2,293.55 | 2,884.00 | -590.45 | S |
| BE Aerospace Inc | 35.000 | 4/13/2011 | 6/28/2011 | 1,400.32 | 1,322.14 | 78.18 | S |
| Bio-Rad Labs Class A | 10.000 | 10/21/2010 | 6/28/2011 | 1,200.97 | 913.80 | 287.17 | S |
| Canadian Natl Ry Co | 26.000 | 4/13/2011 | 6/28/2011 | 2,004.82 | 1,940.64 | 64.18 | S |
| Checkpoint | 35.000 | 4/13/2011 | 6/28/2011 | 1,955.06 | 1815.45 | 139.61 | S |
| Mednax Inc | 32.000 | 10/21/2010 | 6/28/2011 | 2,310.35 | 1820.80 | 489.55 | S |
| Novartis A G Adr | 15.000 | 10/21/2010 | 6/28/2011 | 900.58 | 895.50 | 5.08 | S |
| Oil States International | 22.000 | 4/13/2011 | 6/28/2011 | 1,658.10 | 1704.34 | -46.24 | S |
| Wal-Mart De Mexico | 100.000 | 5/19/2011 | 6/28/2011 | 2,882.94 | 2983.00 | -100.06 | S |
| Cooper Tire & Rubber Co | 140.000 | 4/13/2011 | 7/21/2011 | 2,651.57 | 3,505.60 | -854.03 | S |
| Progress software | 110.000 | 4/13/2011 | 7/21/2011 | 2,829.14 | 3,318.70 | -489.56 | S |
| Treehouse Foods Inc | 60.000 | 4/13/2011 | 7/21/2011 | 3,238.73 | 3,512.62 | -273.89 | S |
| Alcoa Inc | 390.000 | VAR-ST | 11/2/2011 | 4,149.95 | 6556.470 | -2,406.52 | S |
| Amgen Inc | 55.000 | 5/19/2011 | 11/2/2011 | 3,030.98 | 3,347.97 | -316.99 | S |
| AON Corporation | 65.000 | 6/28/2011 | 11/2/2011 | 3,059.49 | 3,231.15 | -171.66 | S |
| Avnet Inc | 110.000 | 6/28/2011 | 11/2/2011 | 3,309.83 | 3,380.30 | -70.47 | S |
| BE Aerospace Inc | 55.000 | 4/13/2011 | 11/2/2011 | 2,074.01 | 2,077.66 | -3.65 | S |
| Canadian Natl Ry Co | 18.000 | 4/13/2011 | 11/2/2011 | 1,402.36 | 1,343.52 | 58.84 | S |
| Catalyst Health Solutions | 60.000 | 6/28/2011 | 11/2/2011 | 2,834.94 | 3300.000 | -465.06 | S |
| Cenovus Energy Inc | 85.000 | 4/13/2011 | 11/2/2011 | 2,851.71 | 3,405.10 | -553.39 | S |
| Checkpoint | 30.000 | 4/13/2011 | 11/2/2011 | 1,724.06 | 1,556.10 | 167.96 | S |
| Coca Cola Company | 50.000 | 6/28/2011 | 11/2/2011 | 3,395.68 | 3,301.00 | 94.68 | S |
| Dillard Dept Store | 65.000 | 5/19/2011 | 11/2/2011 | 3,415.03 | 3,488.54 | -73.51 | S |
| Dresser-Rand Group Inc | 65.000 | 6/28/2011 | 11/2/2011 | 3,071.19 | 3,334.50 | -263.31 | S |
| Fedex Corporation | 34.000 | 6/28/2011 | 11/2/2011 | 2,733.20 | 3,197.36 | -464.16 | S |
| Formerly SGS-Thomson Microelectronics | 260.000 | 4/13/2011 | 11/2/2011 | 1,745.96 | 3,257.80 | -1,511.84 | S |
| Gartner Inc | 85.000 | 6/28/2011 | 11/2/2011 | 3,397.38 | 3,336.25 | 61.13 | S |
| Google Inc | 7.000 | 5/19/2011 | 11/2/2011 | 4,092.05 | 3,729.60 | 362.45 | S |
| Graphic Packaging | 620.000 | 5/19/2011 | 11/2/2011 | 2,678.34 | 3,397.60 | -719.26 | S |
| Huntington Bancshares Inc | 480.000 | 4/13/2011 | 11/2/2011 | 2,462.35 | 3,302.40 | -840.05 | S |
| IAC/Interactive Corp | 90.000 | 6/28/2011 | 11/2/2011 | 3,602.55 | 3,329.10 | 273.45 | S |

| | | | | | | | |
|---|---------|------------|------------|-----------|-----------|----------|---|
| Interpublic Group | 270.000 | 4/13/2011 | 11/2/2011 | 2,508.25 | 3,327.75 | -819.50 | S |
| KBR Inc | 90.000 | 4/13/2011 | 11/2/2011 | 2,481.92 | 3,397.50 | -915.58 | S |
| Life Technologies Corp | 65.000 | 4/13/2011 | 11/2/2011 | 2,579.15 | 3,435.25 | -856.10 | S |
| Oppenheimer Developing Markets | 159.999 | VAR-ST | 11/2/2011 | 5,084.77 | 5,793.75 | -708.98 | S |
| Plantronics Inc | 90.000 | 6/28/2011 | 11/2/2011 | 2,944.74 | 3,262.50 | -317.76 | S |
| Procter and Gamble | 78.000 | 7/21/2011 | 11/2/2011 | 4,900.64 | 5,052.84 | -152.20 | S |
| Solera Holdings | 60.000 | 6/28/2011 | 11/2/2011 | 3,132.53 | 3,479.40 | -346.87 | S |
| Southwest Airlines | 270.000 | 4/13/2011 | 11/2/2011 | 2,297.74 | 3,178.55 | -880.81 | S |
| St Jude Medical Inc | 70.000 | 6/30/2011 | 11/2/2011 | 2,663.44 | 3,341.73 | -678.29 | S |
| Staples Inc | 160.000 | 4/13/2011 | 11/2/2011 | 2,307.15 | 3,287.28 | -980.13 | S |
| Telenor ASA ADR | 70.000 | 4/13/2011 | 11/2/2011 | 3,520.93 | 3,541.30 | -20.37 | S |
| Wal-Mart De Mexico | 10.000 | 5/19/2011 | 11/2/2011 | 248.09 | 298.30 | -50.21 | S |
| Weyerhaeuser Company | 160.000 | 6/28/2011 | 11/2/2011 | 2,767.94 | 3,340.00 | -572.06 | S |
| Wyndham Worldwide Corporation | 100.000 | 6/28/2011 | 11/2/2011 | 3,341.93 | 3,333.50 | 8.43 | S |
| Illinois Tool Works | 110.000 | 11/2/2011 | 11/28/2011 | 4,844.53 | 5,288.09 | -443.56 | S |
| Verizon Communications | 140.000 | 11/2/2011 | 11/28/2011 | 5,076.78 | 5,140.80 | -64.02 | S |
| Kinder Morgan Management - fractionals | | 11/2/2011 | 2/24/2012 | 27.10 | 21.74 | 5.36 | S |
| Abbott Laboratories | 100.000 | 11/28/2011 | 3/30/2012 | 6,120.87 | 5,322.05 | 798.82 | S |
| Chevron Corp | 50.000 | 11/2/2011 | 3/30/2012 | 5,340.88 | 5,218.23 | 122.65 | S |
| Diageo PLC Sponsored ADR | 62.000 | 11/2/2011 | 3/30/2012 | 5,964.26 | 5,101.36 | 862.90 | S |
| DWS Capital Growth Fund | 380.269 | 11/28/2011 | 3/30/2012 | 22,892.20 | 19,291.00 | 3,601.20 | S |
| Eaton Vance Large Cap Value Fund | 354.631 | 11/2/2011 | 3/30/2012 | 6,709.62 | 6,018.09 | 691.53 | S |
| Intel | 30.000 | 11/2/2011 | 3/30/2012 | 844.93 | 714.16 | 130.77 | S |
| Lockheed Martin Corp | 76.000 | 11/2/2011 | 3/30/2012 | 6,811.88 | 5,719.76 | 1,092.12 | S |
| Pearson PLC Sponsored ADR | 290.000 | 11/2/2011 | 3/30/2012 | 5,418.98 | 5,318.60 | 100.38 | S |
| Pepsico Inc | 82.000 | 11/2/2011 | 3/30/2012 | 5,434.50 | 5,111.88 | 322.62 | S |
| Phillip Morris Intl Inc | 74.000 | 11/2/2011 | 3/30/2012 | 6,564.39 | 5,154.10 | 1,410.29 | S |
| Sterling Capital Equity Income Fund | 821.936 | 11/2/2011 | 3/30/2012 | 12,929.06 | 11,803.00 | 1,126.06 | S |
| Taiwan Semiconductor Manufacturing Co Ltd | 70.000 | 11/2/2011 | 3/30/2012 | 1,073.65 | 888.30 | 185.35 | S |
| Target Corporation | 100.000 | 11/28/2011 | 3/30/2012 | 5,829.90 | 5,217.00 | 612.90 | S |
| Texas Instruments | 350.000 | VAR-ST | 3/30/2012 | 11,797.74 | 10,309.60 | 1,488.14 | S |
| Waste Management Inc | 180.000 | VAR-ST | 3/30/2012 | 6,299.29 | 5,657.07 | 642.22 | S |
| Conocophillips | 74.000 | 11/2/2011 | 4/3/2012 | 5,637.52 | 5,138.72 | 498.80 | S |
| Doubleline Total Return Bond Fund | 761.208 | 11/28/2011 | 4/3/2012 | 8,495.08 | 8,487.47 | 7.61 | S |
| Eaton Vance Large Cap Value Fund | 265.817 | 11/2/2011 | 4/3/2012 | 5,042.55 | 4,510.91 | 531.64 | S |
| General Mills Inc | 145.000 | 3/30/2012 | 4/3/2012 | 5,725.92 | 5,741.97 | -16.05 | S |
| McDonalds Corp | 60.000 | 11/2/2011 | 4/3/2012 | 5,941.06 | 5,540.40 | 400.66 | S |

| | | | | | | | |
|---------------------|---------|------------|----------|------------|------------|--------|---|
| Novartis A G Adr | 100 000 | 11/28/2011 | 4/3/2012 | 5,609.86 | 5,306.00 | 303.86 | S |
| Omnicom Group | 125.000 | 11/2/2011 | 4/3/2012 | 6,224.85 | 5,421.41 | 803.44 | S |
| Paychex Inc | 180.000 | 11/2/2011 | 4/3/2012 | 5,733.06 | 5,142.60 | 590.46 | S |
| Subtotal Short Term | | | | 289,526.87 | 289,142.97 | 383.90 | |

| <u>Description</u> | <u>Shares</u> | <u>Date</u> | | <u>Proceeds</u> | <u>Cost</u> | <u>Gain/ (Loss)</u> | <u>Term</u> |
|----------------------------------|---------------|-----------------|-------------|-----------------|-------------|-------------------------|-------------|
| | | <u>Acquired</u> | <u>Sold</u> | | | | |
| Hospira Inc | 55.000 | 4/1/2010 | 5/19/2011 | 3,007.13 | 3,130.60 | -123.47 | L |
| Laboratory Corp of America | 40.000 | 3/9/2010 | 5/19/2011 | 3,993.92 | 2,925.20 | 1,068.72 | L |
| Nuveen Limited Term Muni Bond Fd | 1082.228 | 3/5/2010 | 5/19/2011 | 11,785.46 | 11,753.00 | 32.46 | L |
| Syngenta AG ADR | 55.000 | 3/9/2010 | 5/19/2011 | 3,665.67 | 2,895.76 | 769.91 | L |
| V F Corp | 40.000 | 2/9/2010 | 5/19/2011 | 4,069.22 | 2,870.00 | 1,199.22 | L |
| Adidas AG | 80.000 | 2/9/2010 | 6/28/2011 | 3,098.34 | 1,965.60 | 1,132.74 | L |
| Berkshire Hathaway Inc | 34.000 | 2/9/2010 | 6/28/2011 | 2,593.13 | 2472.23 | 120.90 | L |
| Chevron Corp | 20.000 | 1/13/2010 | 6/28/2011 | 2,007.16 | 1,583.20 | 423.96 | L |
| Crown Holdings | 50.000 | 2/9/2010 | 6/28/2011 | 1,920.71 | 1279.00 | 641.71 | L |
| Dolby Laboratories Inc Cl A | 50.000 | 4/1/2010 | 6/28/2011 | 2,094.61 | 2946.50 | -851.89 | L |
| Hasbro Inc | 80.000 | 3/9/2010 | 6/28/2011 | 3,551.93 | 2,912.80 | 639.13 | L |
| Intercontinentalexchange Inc | 6.000 | 1/13/2010 | 6/28/2011 | 734.68 | 658.62 | 76.06 | L |
| International Business Machines | 11.000 | 2/9/2010 | 6/28/2011 | 1,874.80 | 1,360.37 | 514.43 | L |
| Interval Leisure Group | 220.000 | 2/9/2010 | 6/28/2011 | 3,040.25 | 2,865.10 | 175.15 | L |
| Lockheed Martin Corp | 38.000 | 2/9/2010 | 6/28/2011 | 3,015.23 | 2,916.02 | 99.21 | L |
| Merck & Co Inc | 10.000 | 1/13/2010 | 6/28/2011 | 349.19 | 377.59 | -28.40 | L |
| Novo-Nordisk A S ADR | 34.000 | 4/1/2010 | 6/28/2011 | 4,101.34 | 2647.24 | 1,454.10 | L |
| Oracle Sys Corp | 50.000 | 2/19/2010 | 6/28/2011 | 1,611.96 | 1163.00 | 448.96 | L |
| Pfizer Inc | 170.000 | 3/9/2010 | 6/28/2011 | 3,491.72 | 2,946.10 | 545.62 | L |
| Pimco Low Duration Fund | 322.521 | VAR-LT | 6/28/2011 | 3,376.80 | 3350.99 | 25.81 | L |
| Proassurance Corp | 28.000 | 4/1/2010 | 6/28/2011 | 1,950.72 | 1647.24 | 303.48 | L |
| Suncor Energy Inc | 55.000 | 1/13/2010 | 6/28/2011 | 2,110.30 | 2049.85 | 60.45 | L |
| Tencent Holdings Ltd | 120.000 | 2/9/2010 | 6/28/2011 | 3,213.53 | 2226.26 | 987.27 | L |
| The Travelers Companies Inc | 40.000 | 1/13/2010 | 6/28/2011 | 2,302.35 | 1925.60 | 376.75 | L |
| Vale SA Sp Pref ADR | 100.000 | 2/9/2010 | 6/28/2011 | 2,844.95 | 2227.00 | 617.95 | L |
| Vodafone Group PLC | 110.000 | 1/13/2010 | 6/28/2011 | 2,868.74 | 2416.59 | 452.15 | L |
| Walt Disney Company | 20.000 | 1/13/2010 | 6/28/2011 | 760.06 | 633.00 | 127.06 | L |
| Wolverine World Wide Inc | 90.000 | 3/9/2010 | 6/28/2011 | 3,722.32 | 2538.90 | 1,183.42 | L |
| ABB Ltd Spns ADR | 160.000 | 2/9/2010 | 11/2/2011 | 2,926.33 | 2,893.04 | 33.29 | L |
| Acidas AG | 40.000 | 2/9/2010 | 11/2/2011 | 1,417.97 | 982.80 | 435.17 | L |

| | | | | | | | |
|---|---------|------------|-----------|-----------|----------|-----------|---|
| Allied World Assurance Holdings Ltd | 65.000 | 1/13/2010 | 11/2/2011 | 3,760.17 | 2,952.30 | 807.87 | L |
| American Express | 80.000 | 10/21/2010 | 11/2/2011 | 4,041.52 | 3,133.25 | 908.27 | L |
| Amphenol Corp Cl A | 70.000 | 2/9/2010 | 11/2/2011 | 3,338.93 | 2,719.30 | 619.63 | L |
| Apple Computers | 12.000 | 8/27/2010 | 11/2/2011 | 4,770.14 | 2,896.56 | 1,873.58 | L |
| AT&T Inc | 110.000 | 1/13/2010 | 11/2/2011 | 3,197.63 | 2,972.20 | 225.43 | L |
| Atlas Copco AB Spons | 200.000 | 6/8/2010 | 11/2/2011 | 4,123.92 | 2,956.00 | 1,167.92 | L |
| Banco Bradesco S A | 187.000 | 6/8/2010 | 11/2/2011 | 3,394.00 | 2,864.50 | 529.50 | L |
| Banco Santander Cent Hispano S A ADR | 200.000 | 2/9/2010 | 11/2/2011 | 1,595.96 | 2,558.36 | -962.40 | L |
| Bank of America Corp | 180.000 | 6/8/2010 | 11/2/2011 | 1,191.57 | 2,847.58 | -1,656.01 | L |
| Bank of Nova Scotia | 65.000 | 3/9/2010 | 11/2/2011 | 3,355.17 | 3,090.75 | 264.42 | L |
| Barclays PLC-Spons ADR | 150.000 | 2/9/2010 | 11/2/2011 | 1,742.96 | 2,599.55 | -856.59 | L |
| Berkshire Hathaway Inc | 16.000 | 2/9/2010 | 11/2/2011 | 1,235.01 | 1,163.40 | 71.61 | L |
| Bio-Rad Labs | 24.000 | 10/21/2010 | 11/2/2011 | 2,324.59 | 2,193.12 | 131.47 | L |
| Cameco Corp | 120.000 | 6/8/2010 | 11/2/2011 | 2,539.15 | 2,852.39 | -313.24 | L |
| Cisco Systems | 120.000 | 1/13/2010 | 11/2/2011 | 2,134.75 | 2,922.89 | -788.14 | L |
| Cohen & Steers Realty Shares | 51.798 | 10/4/2010 | 11/2/2011 | 2,026.86 | 1840.90 | 185.96 | L |
| Comcast Corp Cl A | 180.000 | 1/13/2010 | 11/2/2011 | 4,186.71 | 3,043.80 | 1,142.91 | L |
| Corning Inc | 170.000 | 3/9/2010 | 11/2/2011 | 2,403.75 | 2,956.30 | -552.55 | L |
| Credit Suisse Commodity Return Strategy | 556.951 | 1/11/2010 | 11/2/2011 | 4,778.64 | 4901.17 | -122.53 | L |
| Crown Holdings Inc | 60.000 | 2/9/2010 | 11/2/2011 | 1,977.21 | 1,534.80 | 442.41 | L |
| Discover Financial Services | 180.000 | 10/21/2010 | 11/2/2011 | 4,251.51 | 3,101.40 | 1,150.11 | L |
| ENI SPA Sponsored ADR | 60.000 | 2/9/2010 | 11/2/2011 | 2,568.62 | 2,731.80 | -163.18 | L |
| Exxon Mobil Corporation | 42.000 | 1/13/2010 | 11/2/2011 | 3,244.43 | 2,925.13 | 319.30 | L |
| Fanuc Ltd ADR | 132.000 | 10/21/2010 | 11/2/2011 | 3,492.65 | 3,054.04 | 438.61 | L |
| Forward International Small Companies | 788.291 | 1/11/2010 | 11/2/2011 | 9,617.15 | 9,964.00 | -346.85 | L |
| General Electric Company | 180.000 | 1/13/2010 | 11/2/2011 | 2,932.14 | 2,996.50 | -64.36 | L |
| IntercontinentalExchange Inc | 16.000 | 1/13/2010 | 11/2/2011 | 1,972.43 | 1,756.32 | 216.11 | L |
| International Business Machines | 13.000 | 2/9/2010 | 11/2/2011 | 2,405.08 | 1,607.71 | 797.37 | L |
| J P Morgan Chase & Co | 75.000 | 2/9/2010 | 11/2/2011 | 2,513.95 | 2,910.00 | -396.05 | L |
| Johnson & Johnson | 46.000 | 2/9/2010 | 11/2/2011 | 2,932.90 | 2,910.41 | 22.49 | L |
| KB Financial Group Inc | 65.000 | 2/9/2010 | 11/2/2011 | 2,486.20 | 2,742.99 | -256.79 | L |
| Kraft Foods Inc | 100.000 | 1/13/2010 | 11/2/2011 | 3,461.93 | 2,882.00 | 579.93 | L |
| Lazard Emerging Mkts Portfolio Inst Cl | 828.870 | VAR-LT | 11/2/2011 | 15,715.37 | 9875.10 | 5,840.27 | L |
| Lowe's Companies Inc | 140.000 | 10/21/2010 | 11/2/2011 | 2,946.94 | 2,956.80 | -9.86 | L |
| Lukoil | 10.000 | 6/8/2010 | 11/2/2011 | 572.08 | 509.30 | 62.78 | L |
| Manulife Financial Corp | 150.000 | 2/9/2010 | 11/2/2011 | 1,861.46 | 2,743.50 | -882.04 | L |
| Mednax Inc | 23.000 | 10/21/2010 | 11/2/2011 | 1,555.46 | 1,308.70 | 246.76 | L |

| | | | | | | | |
|---|----------|------------|------------|-----------|-----------|-----------|---|
| Medtronic Inc | 65.000 | 1/13/2010 | 11/2/2011 | 2,211.91 | 2,977.65 | -765.74 | L |
| Merck & Co Inc | 70.000 | 1/13/2010 | 11/2/2011 | 2,398.15 | 2,643.11 | -244.96 | L |
| Metlife Inc | 80.000 | 10/21/2010 | 11/2/2011 | 2,735.94 | 3,199.20 | -463.26 | L |
| Microchip Technology Inc | 100.000 | 10/21/2010 | 11/2/2011 | 3,491.93 | 3,079.00 | 412.93 | L |
| Novo-Nordisk A S ADR | 4.000 | 4/1/2010 | 11/2/2011 | 421.51 | 311.44 | 110.07 | L |
| Oil States International | 22.000 | 3/5/2010 | 11/2/2011 | 1,501.91 | 1,704.34 | -202.43 | L |
| Oracle Sys Corp | 70.000 | 2/9/2010 | 11/2/2011 | 2,255.35 | 1,628.20 | 627.15 | L |
| Proassurance Corp | 22.000 | 4/1/2010 | 11/2/2011 | 1,655.72 | 1,294.26 | 361.46 | L |
| Rock-Tenn Company "A" | 70.000 | 2/9/2010 | 11/2/2011 | 4,139.05 | 2,819.99 | 1,319.06 | L |
| SAP Aktiengesellschaft ADR | 60.000 | 1/13/2010 | 11/2/2011 | 3,626.42 | 2,962.80 | 663.62 | L |
| Schlumberger Ltd | 44.000 | 2/9/2010 | 11/2/2011 | 3,183.33 | 2,768.48 | 414.85 | L |
| SLM Corporation | 270.000 | 10/21/2010 | 11/2/2011 | 3,669.22 | 3,026.70 | 642.52 | L |
| Solutia Inc | 180.000 | 10/21/2010 | 11/2/2011 | 2,891.51 | 3,191.40 | -299.89 | L |
| Sterling Capital Special Opportunities | 332.755 | 8/25/2010 | 11/2/2011 | 5,769.97 | 5,101.13 | 668.84 | L |
| Suncor Energy Inc | 120.000 | VAR-LT | 11/2/2011 | 3,731.92 | 3,722.19 | 9.73 | L |
| TE Connectivity Ltd | 100.000 | 6/8/2010 | 11/2/2011 | 3,544.93 | 2,885.99 | 658.94 | L |
| Teck Corporation | 70.000 | 10/21/2010 | 11/2/2011 | 2,666.24 | 3,124.80 | -458.56 | L |
| Tencent Holdings Ltd | 30.000 | 2/9/2010 | 11/2/2011 | 708.58 | 556.57 | 152.01 | L |
| Teva Pharmaceutical Inds Ltd ADR | 48.000 | 3/9/2010 | 11/2/2011 | 1,908.44 | 2,928.96 | -1,020.52 | L |
| Total S A Sponsored | 55.000 | 4/1/2010 | 11/2/2011 | 2,807.70 | 3,153.15 | -345.45 | L |
| Tyco International Ltd | 75.000 | 4/20/2010 | 11/2/2011 | 3,402.74 | 3,022.50 | 380.24 | L |
| Utilities Select Sector Spdr Fund | 100.000 | 3/9/2010 | 11/2/2011 | 3,493.43 | 2,954.70 | 538.73 | L |
| Vale SA Sp Pref ADR | 30.000 | 2/9/2010 | 11/2/2011 | 703.48 | 668.10 | 35.38 | L |
| Vodafone Group PLC | 20.000 | 2/9/2010 | 11/2/2011 | 551.99 | 439.38 | 112.61 | L |
| Walt Disney Company | 75.000 | 1/13/2010 | 11/2/2011 | 2,558.95 | 2,373.75 | 185.20 | L |
| Whiting Petroleum Corp | 60.000 | 10/21/2010 | 11/2/2011 | 2,834.34 | 3,145.50 | -311.16 | L |
| Wolverine World Wide Inc | 20.000 | 3/19/2010 | 11/2/2011 | 725.58 | 564.20 | 161.38 | L |
| Hewlett Packard | 60.000 | 6/8/2010 | 11/7/2011 | 1,572.56 | 2,842.20 | -1,269.64 | L |
| Federated Short Term Income Fund Cl Y | 2151.536 | VAR-LT | 11/28/2011 | 18,481.70 | 17,664.11 | 817.59 | L |
| Abbott Laboratories | 55.000 | 2/9/2010 | 3/30/2012 | 3,366.48 | 2,986.96 | 379.52 | L |
| Chevron Corp | 18.000 | 1/13/2010 | 3/30/2012 | 1,922.71 | 1,424.78 | 497.93 | L |
| Intel | 150.000 | 1/13/2010 | 3/30/2012 | 4,224.64 | 3,088.50 | 1,136.14 | L |
| Pepsico Inc | 48.000 | 1/13/2010 | 3/30/2012 | 3,181.17 | 2,916.96 | 264.21 | L |
| Sterling Capital Special Opportunities | 345.262 | 8/25/2010 | 3/30/2012 | 6,604.86 | 5,292.87 | 1,311.99 | L |
| Taiwan Semiconductor Manufacturing Co Ltd | 270.000 | 4/20/2010 | 3/30/2012 | 4,141.22 | 3,034.80 | 1,106.42 | L |
| Target Corporation | 55.000 | 10/21/2010 | 3/30/2012 | 3,206.44 | 2,971.65 | 234.79 | L |
| Conocophillips | 55.000 | 1/13/2010 | 4/3/2012 | 4,190.05 | 2,907.85 | 1,282.20 | L |

| | | | | | | | |
|--------------------|--------|------------|----------|-------------------|------------|-----------|---|
| Novartis A G Adr | 40.000 | 10/21/2010 | 4/3/2012 | 2,243.95 | 2,388.00 | -144.05 | L |
| Subtotal Long Term | | | | <u>332,875.48</u> | 300,300.19 | 32,575.29 | |
| Total | | | | 622,402.35 | 589,443.16 | 32,959.19 | |

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return.

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

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

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

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

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

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

| | | |
|--|--|--|
| Type or print | Name of exempt organization or other filer, see instructions. CARUTHERS FOUNDATION, INC. | Employer identification number (EIN) or <input checked="" type="checkbox"/> 51-0248560 |
| File by the due date for filing your return See instructions | Number, street, and room or suite no. If a P.O. box, see instructions. 4600 NORTH FAIRFAX DRIVE, SUITE 1000 | Social security number (SSN) <input type="checkbox"/> |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. ARLINGTON, VA 22203 | |

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

0 4

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

JUSTIN MILLER

- The books are in the care of ▶ **4600 N FAIRFAX DRIVE, SUITE 1000 - ARLINGTON, VA 22203**
 Telephone No. ▶ **703-524-8811** FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box ▶
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **DECEMBER 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year _____ or
 ▶ tax year beginning **MAY 1, 2011**, and ending **APR 30, 2012**

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

| | | | |
|--|-----------|----|------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a | \$ | 364. |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b | \$ | 0. |
| c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 3c | \$ | 364. |

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

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

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