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

2011

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

For calendar year 2011 or tax year beginning JUL 1, 2011, and ending JUN 30, 2012

Name of foundation

A Employer identification number

KIP KEPHART FOUNDATION

54-1890463

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

Room/suite

P. O. BOX 7315

B Telephone number

804-354-9955

City or town, state, and ZIP code

RICHMOND, VA 23221-0315

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐I Fair market value of all assets at end of year
(from Part II, col. (c), line 16)J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

\$ 2,421,973. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

20,035.

N/A

2 Check ☒ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

38.

38.

STATEMENT 1

4 Dividends and interest from securities

281.

281.

STATEMENT 2

5a Gross rents

197,885.

197,885.

STATEMENT 3

b Net rental income or (loss)

<21,675.>

STATEMENT 4

6a Net gain or (loss) from sale of assets not on line 10

Gross sales price for all assets on line 6a

7 Capital gain net income (from Part IV, line 2)

0.

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

218,239.

198,204.

13 Compensation of officers, directors, trustees, etc

0.

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees STMT 5

150.

0.

0.

b Accounting fees STMT 6

4,300.

3,440.

0.

c Other professional fees

17 Interest

64,156.

64,156.

0.

18 Taxes

STMT 7

22,484.

22,484.

0.

19 Depreciation and depletion

64,401.

64,703.

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 8

96,423.

65,079.

0.

24 Total operating and administrative expenses. Add lines 13 through 23

251,914.

219,862.

0.

25 Contributions, gifts, grants paid

42,248.

42,248.

26 Total expenses and disbursements. Add lines 24 and 25

294,162.

219,862.

42,248.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

<75,923.>

b Net investment income (if negative, enter -0-)

0.

c Adjusted net income (if negative, enter -0-)

N/A

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			
	2 Savings and temporary cash investments	79,700.	53,558.	53,558.
	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	3,500.	1,500.	1,500.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	16,831.	16,831.	13,523.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶ 2,035,465.			
	Less accumulated depreciation STMT 10 ▶ 245,273.	1,854,593.	1,790,192.	1,926,643.
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment; basis ▶ 152,342.			
	Less accumulated depreciation ▶	152,342.	152,342.	152,342.
	15 Other assets (describe ▶ STATEMENT 11)	275,787.	274,407.	274,407.
	16 Total assets (to be completed by all filers)	2,382,753.	2,288,830.	2,421,973.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable	979,044.	961,044.	
	22 Other liabilities (describe ▶)			
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)	979,044.	961,044.	
	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	92,436.	92,436.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,311,273.	1,235,350.	
	30 Total net assets or fund balances	1,403,709.	1,327,786.	
	31 Total liabilities and net assets/fund balances	2,382,753.	2,288,830.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,403,709.
2 Enter amount from Part I, line 27a	2	<75,923.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,327,786.
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	1,327,786.

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			
b	NONE		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
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			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	
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	

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	32,787.	756,562.	.043337
2009	47,313.	811,011.	.058338
2008	29,689.	1,178,985.	.025182
2007	34,351.	644,972.	.053260
2006	27,250.	548,446.	.049686

2 Total of line 1, column (d)	2	.229803
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	.045961
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	941,252.
5 Multiply line 4 by line 3	5	43,261.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	43,261.
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	42,248.

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

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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
1c 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?	X	
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) <u>VA</u>		
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

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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 ► <u>NONE</u>	13	X	
14	The books are in care of ► <u>THE ORGANIZATION</u> Telephone no. ► <u>804-354-9955</u> Located at ► <u>P. O. BOX 7315, RICHMOND, VA</u> ZIP+4 ► <u>23221-0315</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 ► 15 <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 ►	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 ► ☐	1b	X
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? If "Yes," list the years ► _____, _____, _____	☐ Yes ☒ No	
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

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

N/A

☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEVE RULA, JR. 11401 EAGLES NEST ROAD CHARLES CITY, VA ELLWOOD E. AUSTIN	PRESIDENT 10.00	 0.	 0.	 0.
RICHMOND, VA 23233 NEIL S. KESSLER P.O. BOX 1122 RICHMOND, VA 232181122	TREASURER 0.00 SECRETARY 0.00	 0. 0.	 0. 0.	 0. 0.

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

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

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

0

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Part 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	14,347.
b	Average of monthly cash balances	1b	74,283.
c	Fair market value of all other assets	1c	1,828,000.
d	Total (add lines 1a, b, and c)	1d	1,916,630.
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	961,044.
3	Subtract line 2 from line 1d	3	955,586.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,334.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	941,252.
6	Minimum investment return. Enter 5% of line 5	6	47,063.

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	47,063.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	47,063.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	47,063.
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	47,063.

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	42,248.
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	42,248.
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	42,248.

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				47,063.
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				
b From 2007	2,007.			
c From 2008				
d From 2009	6,762.			
e From 2010				
f Total of lines 3a through e	8,769.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	42,248.			
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				42,248.
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).)	4,815.			4,815.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,954.			
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	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	3,954.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009	3,954.			
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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN CANCER SOCIETY 4240 PARK PLACE CT GLEN ALLEN, VA 23060	NONE	501(C)(3)	CHARITABLE	150.
AMERICAN FIRE SPRINKLER ASSOCIATION 12750 MERIT DRIVE, SUITE 350 DALLAS, TX 75251	NONE		CHARITABLE	150.
ART 180 0 E. 4TH ST STUDIO 56 RICHMOND, VA 23224	NONE	501(C)(3)	CHARITABLE	1,000.
BEYOND BOOBS, INC. 1309 JAMESTOWN ROAD, SUITE 204 WILLIAMSBURG, VA 23185	NONE	501(C)(3)	CHARITABLE	2,264.
CAROLINE COUNTY SHERIFF'S OFFICE - VICTIM/WITNESS ASSISTANCE 118 COURTHOUSE LN BOWLING GREEN, VA 22427	NONE	MUNICIPALITY	CHARITABLE	240.
Total SEE CONTINUATION SHEET(S) ▶ 3a				42,248.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

Part XVI-A

[illegible]**Part XVI-B**[illegible]

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

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee

9-25-12
Date

► PRESIDENT
Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

GREGORY A. FORMAN

Preparer's signature

Preparer's signature 

Date _____

9/21/2012

Check ☐ if
self-employed

PTIN	
------	--

P00074597

Firm's name ► MITCHELL, WIGGINS & COMPANY LLP

Firm's EIN ▶ 54-0565834

Firm's address ► 1802 BAYBERRY COURT, SUITE 300
RICHMOND, VA 23226

Phone no. (804) 282-6000

Form **990-PF** (2011)

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
FETCH A CURE 5609 PATTERSON AVE RICHMOND, VA 23226	NONE	501(C)(3)	CHARITABLE	25.
FIRST GIVING 34 FARNSWORTH STREET, 3RD FLOOR BOSTON, MA 02210	NONE		CHARITABLE	250.
GEORGE WATKINS ELEMENTARY SCHOOL 6501 NEW KENT HIGHWAY QUINTON, VA 23141	NONE	MUNICIPALITY	EDUCATIONAL	500.
HERITAGE LIBRARY 9001 BOULEVARD RD NEW KENT, VA 23124	NONE	501(C)(3)	CHARITABLE	3,785.
HUMANE SOCIETY OF CAROLINE COUNTY P.O. BOX 75 RUTHER GLEN, VA 22546	NONE	501(C)(3)	CHARITABLE	500.
MCSHIN FOUNDATION 2300 DUMBARTON ROAD RICHMOND, VA 23228	NONE	501(C)(3)	CHARITABLE	150.
MORATTICO WATERFRONT MUSEUM P. O. BOX 80 MORATTICO, VA 23523	NONE	501(C)(3)	CHARITABLE	500.
NEW HOPE RESCUE PO BOX 412 PROVIDENCE FORGE, VA 23140	NONE	501(C)(3)	CHARITABLE	150.
NEW KENT COUNTY SHERIFF'S OFFICE 12001 COURTHOUSE CIRCLE NEW KENT, VA 23124	NONE	MUNICIPALITY	CHARITABLE	2,045.
NEW KENT COUNTY VIRGINIA CHRISTMAS MOTHER P.O. BOX 25 NEW KENT, VA 23124	NONE	MUNICIPALITY	CHARITABLE	450.
Total from continuation sheets				38,444.

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
NEW KENT HIGH SCHOOL PTSO 7365 EGYPT RD NEW KENT, VA 23124	NONE	501(C)(3)	CHARITABLE	250.
NEW KENT HUMANE SOCIETY PO BOX 104 PROVIDENCE FORGE, VA 23140	NONE	501(C)(3)	CHARITABLE	500.
QUINTON VOLUNTEER FIRE & E.M.S., INC. 5251 NEW KENT HWY QUINTON, VA 23141	NONE		CHARITABLE	446.
RICHMOND BALLET 407 E. CANAL ST RICHMOND, VA 23219	NONE	501(C)(3)	CHARITABLE	2,000.
RICHMOND SPCA 2519 HERMITAGE ROAD RICHMOND, VA 23220	NONE	501(C)(3)	CHARITABLE	1,000.
ROSMY P.O. BOX 5542 RICHMOND, VA 232200542	NONE	501(C)(3)	CHARITABLE	3,964.
SALEM CHURCH COLLEGE PARK, PA	NONE		RELIGIOUS	500.
SCHOOL OF THE PERFORMING ARTS IN THE RICHMOND COMMUNITY (SPARC) 2106-A N HAMILTON ST RICHMOND, VA 23230	NONE	501(C)(3)	CHARITABLE	2,500.
SPCA - LENOIR, NC PO BOX 1481 KINSTON, NC 28501	NONE	501(C)(3)	CHARITABLE	500.
UNIVERSITY OF RICHMOND 28 WESTHAMPTON WAY RICHMOND, VA 23173	NONE	501(C)(3)	CHARITABLE	2,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VALENTINE RICHMOND HISTORY CENTER 1015 EAST CLAY ST. RICHMOND, VA 23219	NONE	501(C)(3)	CHARITABLE	4,000.
VIRGINIA COMMONWEALTH UNIVERSITY P.O. BOX 843042 RICHMOND, VA 23284	NONE	501(C)(3)	CHARITABLE	5,000.
VIRGINIA GERMAN SHEPHERD RESCUE, INC. P.O. BOX 126 STERLING, VA 20167	NONE	501(C)(3)	CHARITABLE	250.
VIRGINIA HISTORICAL SOCIETY 428 N. BOULEVARD RICHMOND, VA 23221	NONE	501(C)(3)	CHARITABLE	3,250.
VIRGINIA HOME FOR BOYS AND GIRLS 8716 WEST BROAD STREET RICHMOND, VA 23294	NONE	501(C)(3)	CHARITABLE	250.
VIRGINIANS FOR THE ARTS 1 EAST CARY STREET RICHMOND, VA 23219	NONE	501(C)(3)	CHARITABLE	500.
WILLIAMSBURG AIDS NETWORK P.O. BOX 1066 WILLIAMSBURG, VA 23187	NONE	501(C)(3)	CHARITABLE	2,284.
YORK COUNTY SHERIFF'S OFFICE - VICTIM/WITNESS ASSISTANCE PROGRAM POST OFFICE BOX 99 YORKTOWN, VA 23690	NONE	MUNICIPALITY	CHARITABLE	395.
Total from continuation sheets				

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

SOURCE	AMOUNT
UNION FIRST MARKET BANK	38.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	38.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLPOINT, INC.	281.	0.	281.
TOTAL TO FM 990-PF, PART I, LN 4	281.	0.	281.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
BUILDINGS	1	34,752.
BUILDINGS	2	163,133.
TOTAL TO FORM 990-PF, PART I, LINE 5A		197,885.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		64,401.	
AMORTIZATION		1,460.	
UTILITIES		19,357.	
MANAGEMENT FEES		20,941.	
REPAIRS & MAINTENANCE		11,170.	
INSURANCE		8,801.	
REAL ESTATE TAXES		22,484.	
SECURITY		685.	
ACCOUNTING		3,440.	

INTEREST EXPENSE
SUPPLIES

64,156.
2,665.

- SUBTOTAL - 1

219,560.

TOTAL RENTAL EXPENSES

219,560.

NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B

<21,675.>

FORM 990-PF

LEGAL FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	150.	0.		0.
TO FM 990-PF, PG 1, LN 16A	150.	0.		0.

FORM 990-PF

ACCOUNTING FEES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	860.	0.		0.
ACCOUNTING	3,440.	3,440.		0.
TO FORM 990-PF, PG 1, LN 16B	4,300.	3,440.		0.

FORM 990-PF

TAXES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REAL ESTATE TAXES	22,484.	22,484.		0.
TO FORM 990-PF, PG 1, LN 18	22,484.	22,484.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
AUTO & TRAVEL	1,326.	0.		0.	
SUPPLIES & POSTAGE	2,271.	0.		0.	
PROPERTY TAXES	537.	0.		0.	
EVENTS	12,619.	0.		0.	
INSURANCE	581.	0.		0.	
DUES & SUBSCRIPTIONS	498.	0.		0.	
WEBSITE	8,058.	0.		0.	
TELEPHONE	5,454.	0.		0.	
UTILITIES	19,357.	19,357.		0.	
MANAGEMENT FEES	20,941.	20,941.		0.	
REPAIRS & MAINTENANCE	11,170.	11,170.		0.	
INSURANCE	8,801.	8,801.		0.	
SECURITY	685.	685.		0.	
SUPPLIES	2,665.	2,665.		0.	
AMORTIZATION	1,460.	1,460.		0.	
TO FORM 990-PF, PG 1, LN 23	96,423.	65,079.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
STOCK	16,831.		13,523.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,831.		13,523.	

FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT		STATEMENT	10
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	
BLDG - 1301 GROVE AVE/118 N MORRIS ST - 1/3 INT	227,181.	43,714.	183,467.	
LAND - 1301 GROVE AVE/118 N MORRIS ST - 1/3 INT	19,486.	0.	19,486.	
BLDG - 111 N. MORRIS ST	177,143.	34,089.	143,054.	
LAND -111 N MORRIS ST	64,856.	0.	64,856.	
BLDG - 115 N. MORRIS ST	218,350.	42,016.	176,334.	
LAND - 115 N. MORRIS ST	56,650.	0.	56,650.	

KIP KEPHART FOUNDATION

54-1890463

IMPROVEMENTS - 115 N MORRIS ST	112,902.	21,727.	91,175.
IMPROVEMENTS - 115 N MORRIS ST	35,097.	6,433.	28,664.
IMPROVEMENTS - 1301 GROVE	21,704.	3,452.	18,252.
IMPROVEMENTS - 115 N MORRIS ST	19,925.	3,172.	16,753.
IMPROVEMENTS - 111 N MORRIS ST	7,066.	1,124.	5,942.
BUILDING - 113 N MORRIS ST	308,893.	34,164.	274,729.
LAND - 113 N MORRIS ST	71,098.	0.	71,098.
COMPUTER	548.	501.	47.
LOAN COSTS - 113 N MORRIS ST	3,300.	330.	2,970.
COMPUTER	1,312.	1,199.	113.
BUILDING - 118 N MORRIS/1301			
GROVE AVE	629,869.	52,488.	577,381.
LOAN COSTS - 118 N MORRIS/1301			
GROVE AVE	6,750.	3,150.	3,600.
LAND - 118 N MORRIS/1301 GROVE			
AVE	54,026.	0.	54,026.
HVAC - 111 N MORRIS	9,000.	886.	8,114.
LAPTOP	360.	308.	52.
TOTAL TO FM 990-PF, PART II, LN 11	2,045,516.	248,753.	1,796,763.

FORM 990-PF

OTHER ASSETS

STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FURNITURE, ARTWORK, & JEWELRY	231,540.	231,540.	231,540.
ESCROW ACCOUNT	36,217.	36,217.	36,217.
LOAN COSTS	8,030.	6,570.	6,570.
OTHER ASSETS	0.	80.	80.
TO FORM 990-PF, PART II, LINE 15	275,787.	274,407.	274,407.