Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning OCT 1, 2011 **, and ending** SEP 30, 2012

Name of foundation
WILLIAM H.-JOHN G.-EMMA SCOTT FOUNDATION

A Employer identification number
54-0648772

Number and street (or P O box number if mail is not delivered to street address)
P.O. BOX 190

Room/suite

B Telephone number
804-697-1383

City or town, state, and ZIP code
MANAKIN-SABOT, VA 23103

C If exemption application is pending, check here ▶☐

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

D 1. Foreign organizations, check here ▶☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 11,091,634.

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	76,523.	76,523.		STATEMENT 1
	4	Dividends and interest from securities	130,346.	130,346.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	613,915.			
	b	Gross sales price for all assets on line 6a 3,514,221.				
	7	Capital gain net income (from Part IV, line 2)		613,915.		
	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	820,784.	820,784.		
Operating and Administrative Expenses	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	9,521.	9,521.		0.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 4	13,319.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	51,272.	51,272.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	74,112.	60,793.		0.
	25	Contributions, gifts, grants paid	481,550.			481,550.
	26	**Total expenses and disbursements.** Add lines 24 and 25	555,662.	60,793.		481,550.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	265,122.			
	b	**Net investment income** (if negative, enter -0-)		759,991.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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12-02-11 LHA **For Paperwork Reduction Act Notice, see instructions.**

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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			
	2	Savings and temporary cash investments	307,324.	473,114.	473,114.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 6	282,866.	149,177.	156,848.
	b	Investments - corporate stock STMT 7	5,586,765.	5,452,352.	7,859,688.
	c	Investments - corporate bonds STMT 8	2,099,937.	2,470,185.	2,601,984.
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	8,276,892.	8,544,828.	11,091,634.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	8,276,892.	8,544,828.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**	8,276,892.	8,544,828.	
	31	**Total liabilities and net assets/fund balances**	8,276,892.	8,544,828.	

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	8,276,892.
2	Enter amount from Part I, line 27a	2	265,122.
3	Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	2,814.
4	Add lines 1, 2, and 3	4	8,544,828.
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	8,544,828.

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	DAVENPORT & COMPANY (#8708) - SEE ATTACHED		VARIOUS	VARIOUS
b	DAVENPORT & COMPANY (#8708) - SEE ATTACHED		VARIOUS	VARIOUS
c	DAVENPORT & COMPANY (#8969) - SEE ATTACHED		VARIOUS	VARIOUS
d	DAVENPORT & COMPANY (#8969) - SEE ATTACHED		VARIOUS	VARIOUS
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	866,984.		801,154.	65,830.
b	2,592,593.		2,050,588.	542,005.
c	49,364.		46,354.	3,010.
d	5,280.		2,210.	3,070.
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				65,830.
b				542,005.
c				3,010.
d				3,070.
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	613,915.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	475,000.	10,243,283.	.046372
2009	435,000.	9,416,483.	.046196
2008	545,395.	8,453,155.	.064520
2007	488,500.	11,269,173.	.043348
2006	579,809.	11,422,185.	.050762

2	**Total** of line 1, column (d)	2	.251198
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	.050240
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	10,930,511.
5	Multiply line 4 by line 3	5	549,149.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,600.
7	Add lines 5 and 6	7	556,749.
8	Enter qualifying distributions from Part XII, line 4	8	481,550.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	15,200.
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	15,200.
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	15,200.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	16,897.		
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	16,897.
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	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,697.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 1,697. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ C. COTESWORTH PINCKNEY Telephone no. ▶ (804) 780-2000

Located at ▶ 901 EAST CARY STREET, SUITE 1406, RICHMOND, VA ZIP+4 ▶ 23219

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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	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)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

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

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

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

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

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.

Form **990-PF** (2011)

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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	10,780,391.
b	Average of monthly cash balances	1b	316,574.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	11,096,965.
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	11,096,965.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	166,454.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,930,511.
6	**Minimum investment return.** Enter 5% of line 5	6	546,526.

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	546,526.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a 15,200.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	15,200.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	531,326.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	531,326.
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	531,326.

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	481,550.
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	481,550.
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	481,550.

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				531,326.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			477,726.	
b Total for prior years: _____ , _____ , _____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 481,550.				
a Applied to 2010, but not more than line 2a			477,726.	
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				3,824.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				527,502.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part 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	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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:

SUSANNE B. CRUMP, PRESIDENT, 804-285-0154
7106 GLEN PARKWAY, RICHMOND, VA 23229

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

LETTER STATING FINANCIAL NEED

c Any submission deadlines:

NONE

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

RESIDENT OF COMMONWEALTH

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a *Paid during the year*				
ANNA JULIA COOPER EPISCOPAL SCHOOL 1716 N. 22ND ST. RICHMOND, VA	NONE	OTHER PUBLIC CHARITY	TO LEVERAGE (BY MATCH) INCREASED ANNUAL FUNDS FOR 2011/2012 YEAR	20,000.
CHRISTCHURCH SCHOOL 49 SEAHORSE LANE CHRISTCHURCH, VA	NONE	OTHER PUBLIC CHARITY	RENOVATION OF SCOTT & MURRELL DORMS	50,000.
ST. CHRISTOPHER'S SCHOOL 711 ST. CHRISTOPHER'S ROAD RICHMOND, VA	NONE	OTHER PUBLIC CHARITY	CONSTRUCTION OF A LEADERSHIP CENTER	50,000.
THE COMMUNITY FOUNDATION 7501 BOULDERS VIEW DRIVE, SUITE 110 RICHMOND, VA 23225	NONE	OTHER PUBLIC CHARITY	SUPPORT DONOR EDGE	5,000.
THE EPISCOPAL DIOCESE OF VA 110 W. FRANKLIN STREET RICHMOND, VA	NONE	OTHER PUBLIC CHARITY	SEMINARIAN SCHOLARSHIPS, SHRINE MONT AND MAINTENANCE NEEDS	68,750.
Total SEE CONTINUATION SHEET(S)			▶ 3a	481,550.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2011)

123611 12-02-11 ** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	76,523.	
4 Dividends and interest from securities			14	130,346.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	613,915.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		820,784.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 820,784.

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

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

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

123821
12-02-11

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee

Date Dec 20, 2012

Title President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
THOMAS M. DENSON		12/17/12		P00443600

Firm's name ▶ KEITER,STEPHENS,HURST,GARY & SHREAVES,P

Firm's EIN ▶ 54-1631262

Firm's address ▶ P.O. BOX 32066
RICHMOND, VA 23294-2066

Phone no. (804)747-0000

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
CHILDREN'S MUSEUM OF RICHMOND 2626 WEST BROAD STREET RICHMOND, VA 23220	NONE	OTHER PUBLIC CHARITY	EXHIBIT FABRICATION AT NEW CHESTERFIELD COUNTY BRANCH	25,000.
FAN FREE CLINIC 1010 NORTH THOMPSON STREET RICHMOND, VA 23230	NONE	OTHER PUBLIC CHARITY	CLINIC RENOVATIONS/IMPROVEMEN	25,000.
MUSEUM OF THE CONFEDERACY 1201 EAST CLAY STREET RICHMOND, VA 23219	NONE	OTHER PUBLIC CHARITY	INSTALL EXHIBITION TECHNOLOGY FOR THE APPOMATTOX BRANCH	30,000.
BLUE SKY FUND PO BOX 8108 RICHMOND, VA 23223	NONE	OTHER PUBLIC CHARITY	HELP PURCHASE 2 FULL-SIZED SCHOOL BUSES	15,000.
COMMONWEALTH CHRISTIAN ACADEMY 1101 BAINBRIDGE STREET RICHMOND, VA 23224	NONE	OTHER PUBLIC CHARITY	RENOVATION ON BOTTOM FLOOR (KITCHEN AREA) OF 1101 BAINBRIDGE STREET	25,000.
ORCHARD HOUSE SCHOOL 500 NORTH ALLEN AVENUE RICHMOND, VA 23220	NONE	OTHER PUBLIC CHARITY	HELP PURCHASE NEW 24 SEAT VAN WITH WHEELCHAIR LIFT	25,000.
SPARC 2106-A NORTH HAMILTON STREET RICHMOND, VA 23230	NONE	OTHER PUBLIC CHARITY	HELP COMPLETE RENOVATION OF EDUCATIONAL THEATER	20,000.
ST.ANDREW'S SCHOOL 227 SOUTH CHERRY STREET RICHMOND, VA 23220	NONE	OTHER PUBLIC CHARITY	UPDATE APPLIANCES, ELECTRICAL & PLUMBING IN NEWLY RENOVATED KITCHEN	25,000.
CHAPLAIN SERVICE PRISON MINISTRY OF VIRGINIA 2317 WESTWOOD AVENUE, SUITE 103A RICHMOND, VA 23230	NONE	OTHER PUBLIC CHARITY	HELP FUND SIX PILOT SITES - 12 STEP FAITH BASED SUBSTANCE ABUSE RECOVERY PROGRAM	10,000.
CHILD SAVERS 200 NORTH 22ND STREET RICHMOND, VA 23223	NONE	OTHER PUBLIC CHARITY	SUPPORTING ONE HALF OF COSTS OF COMPUTER SYSTEM IMPROVEMENTS & SERVE AS CHALLENGE MATCH FOR THE OTHER	22,000.
Total from continuation sheets				287,800.

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
COMMUNITIES IN SCHOOLS 2922 W. MARSHALL STREET, SUITE 2 RICHMOND, VA 23230	NONE	OTHER PUBLIC CHARITY	SUPPORTING THE SUSTAINING EXCELLENCE K-12 PIPELINE PROGRAM FOR STUDENTS ATTENDING 28 OF RICHMOND'S	20,000.
NEW LIFE FOR YOUTH 2320 BROAD ROCK BOULEVARD RICHMOND, VA 23224	NONE	OTHER PUBLIC CHARITY	RENOVATION OF 2ND FLOOR OF RESIDENTIAL FACILITY "HOUSE OF HOPE" FOR MEN RECOVERING FROM	15,000.
RICHMOND HILL 2209 E. GRACE STREET RICHMOND, VA 23223	NONE	OTHER PUBLIC CHARITY	TO SUPPORT THE PROGRAM DIRECTOR & COSTS FOR THE ARMSTRONG LEADERSHIP PROGRAM	20,000.
GREATER RICHMOND CHILDREN'S CHOIR PO BOX 8595 RICHMOND, VA 23226	NONE	OTHER PUBLIC CHARITY	3 - $3,600 TRAVEL SCHOLARSHIPS FOR 6/2012 TOUR TO ENGLAND & GHANA	10,800.
Total from continuation sheets				

123631 08-03-11

Part XV . **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - CHILD SAVERS

SUPPORTING ONE HALF OF COSTS OF COMPUTER SYSTEM IMPROVEMENTS & SERVE AS CHALLENGE MATCH FOR THE OTHER HALF

NAME OF RECIPIENT - COMMUNITIES IN SCHOOLS

SUPPORTING THE SUSTAINING EXCELLENCE K-12 PIPELINE PROGRAM FOR STUDENTS ATTENDING 28 OF RICHMOND'S HIGH-POVERTY NEIGHBORHOODS

NAME OF RECIPIENT - NEW LIFE FOR YOUTH

RENOVATION OF 2ND FLOOR OF RESIDENTIAL FACILITY "HOUSE OF HOPE" FOR MEN RECOVERING FROM SUBSTANCE ABUSE

PORTFOLIO HOLDINGS

Estimated annual income (EAI) and *estimated* current yield (ECY) figures included in this document are for informational purposes only and are not a forecast or guarantee of future results. Amounts are computed using information believed to be reliable; however, no assurance can be made as to the accuracy. The EAI and ECY represented for holdings with significant market loss or income reduction may be invalid. Calculations are based on the rate of the last income payment and do not reflect future changes in rates. Where possible, adjusted cost and original cost is reflected. In addition, original investment is provided for open-end mutual funds. A capital gain or return of principal may be included in the figures for certain securities, thereby overstating the income or yield. Please contact your Investment Executive with questions.

Quantity	Description	Symbol/ CUSIP	Orig Investment † Adjusted Cost* Original Cost	Market Price	Market Value	% of Assets	Unrealized Gain (Loss)	Estimated Income	Current Yield
COMMON STOCK									
CLOSED-END MUTUAL FUNDS									
1,380	ISHARES TRUST BARCLAYS MBS BOND FUND	MBB	150,119.57	109.16000	150,640.80	1.50%	521.23	3,755.53	2.49%
	TOTAL CLOSED-END MUTUAL FUNDS		150,119.57		150,640.80	1.50%	521.23	3,755.53	
CONSUMER DISCRETIONARY									
598	AMAZON.COM INC	AMZN	118,237.52	254.32000	152,083.36	1.52%	33,845.84	N/A	N/A
5,045	CARMAX INC	KMX	124,457.65	28.30000	142,773.50	1.42%	18,315.85	N/A	N/A
2,690	DISNEY WALT COMPANY	DIS	91,317.96	52.28000	140,633.20	1.40%	49,315.24	1,614.00	1.14%
4,535	GENERAL MOTORS COMPANY	GM	96,926.10	22.75000	103,171.25	1.03%	6,245.15	N/A	N/A
3,375	LOWES COMPANIES INC	LOW	82,823.69	30.24000	102,060.00	1.02%	19,236.31	2,160.00	2.11%
1,315	MCDONALDS CORP	MCD	79,996.18	91.75000	120,651.25	1.20%	40,655.07	4,050.20	3.35%
4,795	NEWS CORP CLASS A	NWSA	92,764.07	24.50500	117,501.47	1.17%	24,737.40	815.15	0.69%
2,045	STARWOOD HOTELS & RESORTS WORLDWIDE INC	HOT	87,447.67	57.96000	118,528.20	1.18%	31,080.53	1,022.50	0.86%
	TOTAL CONSUMER DISCRETIONARY		773,970.84		997,402.23	9.95%	223,431.39	9,661.85	
CONSUMER STAPLES									
1,330	ANHEUSER BUSCH INBEV SA/NV	BUD	74,110.92	85.91000	114,260.30	1.14%	40,149.38	2,075.19	1.81%
2,440	DR PEPPER SNAPPLE GROUP INC	DPS	101,125.06	44.53000	108,653.20	1.08%	7,528.14	3,318.40	3.05%
1,735	NESTLE S A SPNSD ADR REPSTING REG SHS	NSRGY	97,092.33	63.21000	109,669.35	1.09%	12,577.02	3,664.84	3.34%
1,755	PEPSICO INC	PEP	99,543.60	70.77000	124,201.35	1.24%	24,657.75	3,773.25	3.03%
1,470	PROCTER & GAMBLE COMPANY	PG	91,062.67	69.36000	101,959.20	1.02%	10,896.53	3,304.56	3.24%
1,725	SMUCKER JM COMPANY NEW	SJM	132,376.48	86.33000	148,919.25	1.49%	16,542.77	3,588.00	2.40%
2,200	WAL-MART STORES INC	WMT	123,162.36	73.80000	162,360.00	1.62%	39,197.64	3,498.00	2.15%
	TOTAL CONSUMER STAPLES		718,473.42		870,022.65	8.68%	151,549.23	23,222.24	
ENERGY									
1,300	CHEVRON CORP	CVX	74,456.96	116.56000	151,528.00	1.51%	77,071.04	4,680.00	3.08%
2,075	EXXON MOBIL CORP	XOM	4,073.20	91.45000	189,758.75	1.89%	185,685.55	4,731.00	2.49%
1,450	NATIONAL OILWELL	NOV	108,822.36	80.11000	116,159.50	1.16%	7,337.14	696.00	0.59%

PORTFOLIO HOLDINGS

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Quantity	Description	Symbol/ CUSIP	Orig Investment† Adjusted Cost* Original Cost	Market Price	Market Value	% of Assets	Unrealized Gain (Loss)	Estimated Income	Current Yield
	VARCO INC								
1,315	OCCIDENTAL PETROLEUM CORP	OXY	72,132.74	86.06000	113,168.90	1.13%	41,036.16	2,840.40	2.50%
1,610	SCHLUMBERGER LTD	SLB	20,640.58	72.33000	116,451.30	1.16%	95,810.72	1,771.00	1.52%
	TOTAL ENERGY		280,125.84		687,066.45	6.85%	406,940.61	14,718.40	
FINANCIALS									
1,895	AON PLC CL A	AON	97,267.70	52.29000	99,089.55	0.99%	1,821.85	1,193.85	1.20%
6,765	BANK OF AMERICA CORP	BAC	90,079.36	8.83000	59,734.95	0.60%	(30,344.41)	270.60	0.45%
1,947	BERKSHIRE HATHAWAY INC DE CL B NEW	BRK/B	71,376.35	88.20000	171,725.40	1.71%	100,349.05	N/A	N/A
5,468	BROOKFIELD ASSET MANAGEMENT INC VOTING SHS CL A	BAM	150,257.42	34.51000	188,700.68	1.88%	38,443.26	3,062.08	1.62%
2,400	CAPITAL ONE FINANCIAL CORP	COF	107,226.82	57.01000	136,824.00	1.36%	29,597.18	480.00	0.35%
915	GOLDMAN SACHS GROUP INC	GS	96,462.14	113.68000	104,017.20	1.04%	7,555.06	1,683.60	1.61%
2,600	JPMORGAN CHASE & COMPANY	JPM	114,012.10	40.48000	105,248.00	1.05%	(8,764.10)	3,120.00	2.96%
245	MARKEL CORP	MKL	42,600.40	458.49000	112,330.05	1.12%	69,729.65	N/A	N/A
1,705	PRICE T ROWE GROUP INC	TROW	64,913.21	63.30000	107,926.50	1.08%	43,013.29	2,318.80	2.14%
4,950	WELLS FARGO & CO NEW	WFC	127,132.10	34.53000	170,923.50	1.70%	43,791.40	4,356.00	2.54%
	TOTAL FINANCIALS		961,327.60		1,256,519.83	12.53%	295,192.23	16,484.93	
HEALTH CARE									
2,465	JOHNSON & JOHNSON	JNJ	59,335.44	68.91000	169,863.15	1.69%	110,527.71	6,014.60	3.54%
1,185	LABORATORY CORP OF AMER HOLDINGS NEW	LH	85,019.59	92.47000	109,576.95	1.09%	24,557.36	N/A	N/A
780	NOVO NORDISK AS ADR	NVO	50,901.93	157.81000	123,091.80	1.23%	72,189.87	1,957.41	1.59%
1,925	WELLPOINT INC	WLP	113,140.31	58.01000	111,669.25	1.11%	(1,471.06)	2,213.75	1.98%
	TOTAL HEALTH CARE		308,397.27		514,201.15	5.13%	205,803.88	10,185.76	
INDUSTRIALS									
2,585	DANAHER CORP	DHR	67,070.91	55.15000	142,562.75	1.42%	75,491.84	258.50	0.18%
1,700	ILLINOIS TOOL WORKS INC	ITW	75,110.42	59.47000	101,099.00	1.01%	25,988.58	2,584.00	2.55%
1,815	STANLEY BLACK & DECKER INC	SWK	123,885.00	76.25000	138,393.75	1.38%	14,508.75	3,557.40	2.57%
1,025	UNION PACIFIC CORP	UNP	103,168.58	118.70000	121,667.50	1.21%	18,498.92	2,460.00	2.02%
1,590	UNITED TECHNOLOGIES CORP	UTX	66,007.26	78.29000	124,481.10	1.24%	58,473.84	3,402.60	2.73%

PORTFOLIO HOLDINGS

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Quantity	Description	Symbol/ CUSIP	Orig Investment† Adjusted Cost* Original Cost	Market Price	Market Value	% of Assets	Unrealized Gain (Loss)	Estimated Income	Current Yield
	TOTAL INDUSTRIALS		435,242.17		628,204.10	6.27%	192,961.93	12,262.50	
INFORMATION TECHNOLOGY									
2,000	ACCENTURE PLC IRELAND CLASS A NEW	ACN	77,224.20	70.03000	140,060.00	1.40%	62,835.80	3,240.00	2.31%
266	APPLE INC	AAPL	19,808.92	667.10500	177,449.93	1.77%	157,641.01	2,819.60	1.58%
1,840	AUTOMATIC DATA PROCESSING INC	ADP	83,957.54	58.66000	107,934.40	1.08%	23,976.86	2,907.20	2.69%
1,655	CHECK POINT SOFTWARE TECHNOLOGIES LTD	CHKP	59,203.64	48.16000	79,704.80	0.80%	20,501.16	N/A	N/A
1,670	FISERV INC	FISV	69,948.11	74.03000	123,630.10	1.23%	53,681.99	N/A	N/A
166	GOOGLE INC CL A	GOOG	58,410.42	754.50000	125,247.00	1.25%	66,836.58	N/A	N/A
4,215	INTEL CORP	INTC	94,542.45	22.65500	95,490.82	0.95%	948.37	3,793.50	3.97%
835	INTERNATIONAL BUSINESS MACHINES CORP	IBM	97,416.84	207.45000	173,220.75	1.73%	75,803.91	2,839.00	1.63%
4,005	MICROSOFT CORP	MSFT	105,645.16	29.76000	119,188.80	1.19%	13,543.64	3,684.60	3.09%
1,750	QUALCOMM INC	QCOM	68,591.34	62.47000	109,322.50	1.09%	40,731.16	1,750.00	1.60%
985	VISA INC CLASS A	V	75,128.41	134.28000	132,265.80	1.32%	57,137.39	866.80	0.65%
	TOTAL INFORMATION TECHNOLOGY		809,877.03		1,383,514.90	13.80%	573,637.87	21,900.70	
MATERIALS									
2,210	ALBEMARLE CORP	ALB	74,098.19	52.68000	116,422.80	1.16%	42,324.61	1,768.00	1.51%
1,150	PRAXAIR INC	PX	34,391.14	103.88000	119,462.00	1.19%	85,070.86	2,530.00	2.11%
	TOTAL MATERIALS		108,489.33		235,884.80	2.35%	127,395.47	4,298.00	
REAL ESTATE INVESTMENT TRUSTS									
1,865	AMERICAN TOWER CORP NEW	AMT	58,481.57	71.39000	133,142.35	1.33%	74,660.78	1,715.80	1.28%
	TOTAL REAL ESTATE INVESTMENT TRUSTS		58,481.57		133,142.35	1.33%	74,660.78	1,715.80	
	TOTAL COMMON STOCK		4,604,504.64		6,856,599.26	68.39%	2,252,094.62	118,205.71	
CORPORATE BONDS									
125,000	AT&T INC SR NOTE CPN 2.500% DUE 08/15/15 DTD 07/30/10 FC 02/15/11 MOODY'S A2 / S&P A-	00206RAV4	124,417.50	105.29020	131,612.75	1.31%	7,195.25	3,125.00	2.37%
125,000	AMERICAN EXPRESS CR CORP MEDIUM TERM NOTE B/E CPN 2.750% DUE 09/15/15 DTD 09/13/10 FC 03/15/11	0258M0DA4	126,313.75	105.32950	131,661.87	1.31%	5,348.12	3,437.50	2.61%

Account Name: WILLIAM H JOHN G EMMA SCOTT
FOUNDATION
ATTN SUSANNE B CRUMP
Investment Executive: PAUL B. COSENTINO
Statement Period: SEP 01 2012 - SEP 30 2012

Number: 8708-5804
Telephone: 804-780-2071
Page: 7 of 12

PORTFOLIO HOLDINGS

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Quantity	Description	Symbol/ CUSIP	Orig Investment † Adjusted Cost* Original Cost	Market Price	Market Value	% of Assets	Unrealized Gain (Loss)	Estimated Income	Current Yield
	MOODY'S A2 / S&P A-								
125,000	AMERICAN EXPRESS CR CORP MEDIUM TERM NOTE B/E CPN 2.800% DUE 09/19/16 DTD 09/19/11 FC 03/19/12 MOODY'S A2 / S&P A-	0258M0DC0	125,052.50	106.33570	132,919.62	1.33%	7,867.12	3,500.00	2.63%
125,000	AMGEN INC SR NOTE B/E CPN 2.125% DUE 05/15/17 DTD 05/15/12 FC 11/15/12 MOODY'S BAA1 / S&P A+	031162BQ2	129,040.00	103.32570	129,157.12	1.29%	117.12	2,656.25	2.05%
135,000	APPLIED MATERIALS INC SR NOTE CPN 2.650% DUE 06/15/16 DTD 06/08/11 FC 12/15/11 MOODY'S A3 / S&P A-	038222AE5	135,711.45	105.75770	142,772.89	1.42%	7,061.44	3,577.50	2.50%
135,000	BANK AMERICA CORP MEDIUM TERM SR NOTE B/E VAR CPN 1.867% DUE 01/30/14 DTD 02/02/11 FC 04/30/11 MOODY'S BAA2 / S&P A-	06051GEF2	132,047.55	100.69850	135,942.97	1.36%	3,895.42	2,520.45	1.85%
225,000	CSX CORP NOTE B/E CPN 6.250% DUE 04/01/15 DTD 03/27/08 FC 10/01/08 MOODY'S BAA3 / S&P BBB	126408GN7	219,833.55* 214,089.75	113.42080	255,196.80	2.55%	35,363.25	14,062.50	5.51%
125,000	CAPITAL ONE FINL CORP SENIOR NOTE B/E CPN 3.150% DUE 07/15/16 DTD 07/19/11 FC 01/15/12 MOODY'S BAA1 / S&P BBB	14040HAX3	127,066.25	106.23950	132,799.37	1.32%	5,733.12	3,937.50	2.96%
125,000	CATERPILLAR FINANCIAL SERVICES CORP MEDIUM TERM NOTE B/E CPN 1.550% DUE 12/20/13 DTD 12/20/10 FC 06/20/11 MOODY'S A2 / S&P A	14912L4Q1	125,125.00	101.36430	126,705.37	1.26%	1,580.37	1,937.50	1.52%

PORTFOLIO HOLDINGS

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Quantity	Description	Symbol/ CUSIP	Orig Investment † Adjusted Cost* Original Cost	Market Price	Market Value	% of Assets	Unrealized Gain (Loss)	Estimated Income	Current Yield
125,000	DU PONT E I DE NEMOURS & COMPANY NOTE B/E VAR CPN 0.789% DUE 03/25/14 DTD 03/25/11 FC 06/25/11 MOODY'S A2 / S&P A	263534CH0	125,156.25	100.64310	125,803.87	1.25%	647.62	986.25	0.78%
125,000	GENERAL ELEC CAP CORP MEDIUM TERM NOTE B/E CPN 4.650% DUE 10/17/21 DTD 10/17/11 FC 04/17/12 MOODY'S A1 / S&P AA+	36962G5J9	128,233.75	112.16130	140,201.62	1.40%	11,967.87	5,812.50	4.14%
125,000	GOLDMAN SACHS GROUP INC NOTE B/E VAR CPN 1.439% DUE 02/07/14 DTD 02/07/11 FC 05/07/11 MOODY'S A3 / S&P A-	38143USB8	125,453.75	100.14290	125,178.62	1.25%	(275.13)	1,798.75	1.43%
125,000	HEWLETT PACKARD COMPANY GLOBAL NOTE B/E CPN 2.125% DUE 09/13/15 DTD 09/13/10 FC 03/13/11 MOODY'S A3 / S&P BBB+	428236BC6	126,628.75	101.49010	126,862.62	1.27%	233.87	2,656.25	2.09%
150,000	JPMORGAN CHASE & COMPANY NOTE B/E CPN 2.600% DUE 01/15/16 DTD 11/18/10 FC 07/15/11 MOODY'S A2 / S&P A	46625HHW3	148,666.50	104.36520	156,547.80	1.56%	7,881.30	3,900.00	2.49%
130,000	MERCK & COMPANY INC NEW NOTE CPN 2.250% DUE 01/15/16 DTD 12/10/10 FC 07/15/11 MOODY'S A1 / S&P AA	58933YAB1	128,693.59* 128,115.00	105.12600	136,663.80	1.36%	7,970.21	2,925.00	2.14%
125,000	OCCIDENTAL PETE CORP SENIOR NOTE CPN 2.500% DUE 02/01/16 DTD 12/16/10 FC 08/01/11 MOODY'S A1 / S&P A	674599BZ7	125,638.72	105.81220	132,265.25	1.32%	6,626.53	3,125.00	2.36%
125,000	SUNTRUST BANKS INC SENIOR NOTE B/E CPN 3.500% DUE 01/20/17	867914BE2	125,163.75	106.91500	133,643.75	1.33%	8,480.00	4,375.00	3.27%

PORTFOLIO HOLDINGS

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Quantity	Description	Symbol/ CUSIP	Orig Investment† Adjusted Cost* Original Cost	Market Price	Market Value	% of Assets	Unrealized Gain (Loss)	Estimated Income	Current Yield
	DTD 11/01/11 FC 01/20/12 CALL 12/20/16 @ 100.000 MOODY'S BAA1 / S&P BBB								
125,000	VERIZON COMMUNICATIONS INC NOTE B/E CPN 3.500% DUE 11/01/21 DTD 11/03/11 FC 05/01/12 MOODY'S A3 / S&P A-	92343VBC7	126,488.75	110.40950	138,011.87	1.38%	11,523.12	4,375.00	3.17%
65,000	WAL-MART STORES INC NOTE B/E CPN 2.250% DUE 07/08/15 DTD 07/08/10 FC 01/08/11 MOODY'S AA2 / S&P AA	931142CT8	65,453.38	104.67130	68,036.34	0.68%	2,582.96	1,462.50	2.14%
2,465,000	TOTAL CORPORATE BONDS		2,470,184.74		2,601,984.30	25.95%	131,799.56	70,170.45	
OTHER FIXED INCOME									
150,000	FEDL NATL MTG ASSN NOTE B/E CPN 4.625% DUE 10/15/13 DTD 09/26/03 FC 04/15/04 MOODY'S AAA / S&P AA+	31359MTG8	149,176.50	104.56520	156,847.80	1.56%	7,671.30	6,937.50	4.42%
150,000	TOTAL OTHER FIXED INCOME		149,176.50		156,847.80	1.56%	7,671.30	6,937.50	
	TOTAL		7,223,865.88		9,615,431.36		2,391,565.48	195,313.66	

PURCHASES & SALES

Date	Activity	Quantity	Description	Price	Debit	Credit
09/13/2012	PURCHASE	1,380	ISHARES TRUST BARCLAYS MBS BOND FUND	108.7823	150,119.57	
09/13/2012	SALE	(125,000)	NATIONAL RURAL UTILITIES COOP FINANCE CORP COLLATERAL TRUST BOND CPN 1.125% DUE 11/01/13 DTD 11/01/10 FC 05/01/11 SALE VS PURCHASE TRADE	100.7307		126,448.54

PORTFOLIO HOLDINGS

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Quantity	Description	Symbol/ CUSIP	Orig Investment† Adjusted Cost* Original Cost	Market Price	Market Value	% of Assets	Unrealized Gain (Loss)	Estimated Income	Current Yield
COMMON STOCK									
CONSUMER DISCRETIONARY									
930	BROOKFIELD RESIDENTIAL PPTYS INC	BRP	10,164.90	13.98000	13,001.40	1.23%	2,836.50	N/A	N/A
1,620	CARMAX INC	KMX	36,162.89	28.30000	45,846.00	4.32%	9,683.11	N/A	N/A
745	HANESBRANDS INC	HBI	21,398.40	31.88000	23,750.60	2.24%	2,352.20	N/A	N/A
2,455	INTL GAME TECHNOLOGY	IGT	32,063.63	13.09000	32,135.95	3.03%	72.32	589.20	1.83%
720	LAMAR ADVERTISING COMPANY CLASS A	LAMR	20,548.80	37.05360	26,678.59	2.51%	6,129.79	N/A	N/A
490	O REILLY AUTOMOTIVE INC NEW	ORLY	46,896.44	83.62000	40,973.80	3.86%	(5,922.64)	N/A	N/A
1,130	PENN NATIONAL GAMING INC	PENN	48,653.03	43.12000	48,725.60	4.59%	72.57	N/A	N/A
	TOTAL CONSUMER DISCRETIONARY		215,888.09		231,111.94	21.79%	15,223.85	589.20	
CONSUMER STAPLES									
405	CHURCH & DWIGHT COMPANY INC	CHD	21,614.84	53.99000	21,865.95	2.06%	251.11	388.80	1.77%
385	SMUCKER JM COMPANY NEW	SJM	29,109.58	86.33000	33,237.05	3.13%	4,127.47	800.80	2.40%
	TOTAL CONSUMER STAPLES		50,724.42		55,103.00	5.19%	4,378.58	1,189.60	
FINANCIALS									
800	AON PLC CL A	AON	37,961.23	52.29000	41,832.00	3.94%	3,870.77	504.00	1.20%
1,055	BROOKFIELD ASSET MANAGEMENT INC VOTING SHS CL A	BAM	18,310.73	34.51000	36,408.05	3.43%	18,097.32	590.80	1.62%
730	CAPITAL ONE FINANCIAL CORP	COF	34,419.36	57.01000	41,617.30	3.92%	7,197.94	146.00	0.35%
1,465	FIDELITY NATIONAL FINANCIAL INC NEW CLASS A	FNF	27,981.50	21.39000	31,336.35	2.95%	3,354.85	820.40	2.61%
110	MARKEL CORP	MKL	19,149.17	458.49000	50,433.90	4.75%	31,284.73	N/A	N/A
610	SAFETY INSURANCE GROUP	SAFT	25,388.14	45.88000	27,986.80	2.64%	2,598.66	1,464.00	5.23%
1,230	SUNTRUST BANKS INC	STI	28,597.50	28.27000	34,772.10	3.28%	6,174.60	246.00	0.70%
	TOTAL FINANCIALS		191,807.63		264,386.50	24.92%	72,578.87	3,771.20	

Account Name: WILLIAM H JOHN G EMMA SCOTT
FOUNDATION
ATTN SUSANNE B CRUMP
Investment Executive: PAUL B. COSENTINO
Statement Period: SEP 01 2012 - SEP 30 2012

Number: 8969-3521
Telephone: 804-780-2071

PORTFOLIO HOLDINGS

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Quantity	Description	Symbol/ CUSIP	Orig Investment† Adjusted Cost* Original Cost	Market Price	Market Value	% of Assets	Unrealized Gain (Loss)	Estimated Income	Current Yield
HEALTH CARE									
275	SCHEIN HENRY INC	HSIC	21,443.78	79.22000	21,785.50	2.05%	341.72	N/A	N/A
175	LABORATORY CORP OF AMER HOLDINGS NEW	LH	12,555.64	92.47000	16,182.25	1.53%	3,626.61	N/A	N/A
	TOTAL HEALTH CARE		33,999.42		37,967.75	3.58%	3,968.33		
INDUSTRIALS									
685	BABCOCK & WILCOX COMPANY NEW	BWC	16,665.98	25.47000	17,446.95	1.64%	780.97	N/A	N/A
1,095	COLFAX CORP	CFX	32,915.70	36.67000	40,153.65	3.79%	7,237.95	N/A	N/A
1,870	DELTA AIRLINES INC NEW	DAL	20,626.10	9.16000	17,129.20	1.61%	(3,496.90)	N/A	N/A
605	ROCKWELL COLLINS INC DE	COL	30,532.11	53.64000	32,452.20	3.06%	1,920.09	726.00	2.23%
420	WATSCO INC A	WSO	30,861.56	75.79000	31,831.80	3.00%	970.24	1,041.60	3.27%
	TOTAL INDUSTRIALS		131,601.45		139,013.80	13.10%	7,412.35	1,767.60	
INFORMATION TECHNOLOGY									
385	CHECK POINT SOFTWARE TECHNOLOGIES LTD	CHKP	13,772.46	48.16000	18,541.60	1.75%	4,769.14	N/A	N/A
365	FISERV INC	FISV	15,288.06	74.03000	27,020.95	2.55%	11,732.89	N/A	N/A
455	INTUIT INC	INTU	26,619.97	58.88000	26,790.40	2.53%	170.43	309.40	1.15%
1,525	NCR CORP NEW	NCR	33,071.99	23.31000	35,547.75	3.35%	2,475.76	N/A	N/A
	TOTAL INFORMATION TECHNOLOGY		88,752.48		107,900.70	10.17%	19,148.22	309.40	
MATERIALS									
450	ALBEMARLE CORP	ALB	19,721.12	52.68000	23,706.00	2.23%	3,984.88	360.00	1.51%
85	NEWMARKET CORP	NEU	17,857.65	246.48000	20,950.80	1.97%	3,093.15	255.00	1.21%
	TOTAL MATERIALS		37,578.77		44,656.80	4.21%	7,078.03	615.00	
REAL ESTATE INVESTMENT TRUSTS									
415	AMERICAN TOWER CORP NEW	AMT	12,230.26	71.39000	29,626.85	2.79%	17,396.59	381.80	1.28%
720	SUN COMMUNITIES INC	SUI	31,168.40	44.12000	31,766.40	2.99%	598.00	1,814.40	5.71%
	TOTAL REAL ESTATE INVESTMENT TRUSTS		43,398.66		61,393.25	5.79%	17,994.59	2,196.20	
TELECOMMUNICATIONS SERVICES									
325	MILLICOM INTL CELLULAR SA NEW	MIICF	24,732.31	92.89000	30,189.25	2.85%	5,456.94	780.00	2.58%
	TOTAL TELECOMMUNICATIONS SERVICES		24,732.31		30,189.25	2.85%	5,456.94	780.00	
UTILITIES									
415	ITC HOLDINGS CORP	ITC	29,363.75	75.58000	31,365.70	2.96%	2,001.95	626.65	1.99%
	TOTAL UTILITIES		29,363.75		31,365.70	2.96%	2,001.95	626.65	

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Account Name:	WILLIAM H JOHN G EMMA SCOTT FOUNDATION ATTN SUSANNE B CRUMP	**Number:**	8969-3521
Investment Executive:	PAUL B. COSENTINO	**Telephone:**	804-780-2071
Statement Period:	SEP 01 2012 - SEP 30 2012	**Page:**	6 of 7

PORTFOLIO HOLDINGS

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Quantity	Description	Symbol/ CUSIP	Orig Investment† Adjusted Cost* Original Cost	Market Price	Market Value	% of Assets	Unrealized Gain (Loss)	Estimated Income	Current Yield
	TOTAL COMMON STOCK		847,846.98		1,003,088.69	94.55%	155,241.71	11,844.85	
	TOTAL		847,846.98		1,003,088.69		155,241.71	11,844.85	

PURCHASES & SALES

Date	Activity	Quantity	Description	Price	Debit	Credit
09/06/2012	SALE	(465)	BROOKFIELD RESIDENTIAL PPTYS INC SALE VS PURCHASE TRADE	14.5030		6,743.75
09/12/2012	PURCHASE	230	ROCKWELL COLLINS INC DE	52.5311	12,082.15	
09/14/2012	SALE	(370)	SUNTRUST BANKS INC SALE VS PURCHASE TRADE	29.8583		11,047.32
09/27/2012	PURCHASE	140	ITC HOLDINGS CORP	74.7359	10,463.03	
TOTAL PURCHASES & SALES					22,545.18	17,791.07

DIVIDENDS & INTEREST

Date	Activity	Quantity	Description	Debit	Credit
09/04/2012	DIVIDEND	405	CHURCH & DWIGHT COMPANY INC		97.20
09/04/2012	DIVIDEND	375	ROCKWELL COLLINS INC DE		112.50
09/04/2012	DIVIDEND	385	SMUCKER JM COMPANY NEW		200.20
09/14/2012	DIVIDEND	610	SAFETY INSURANCE GROUP		366.00
09/14/2012	DIVIDEND	1,600	SUNTRUST BANKS INC		80.00
09/17/2012	DIVIDEND	275	ITC HOLDINGS CORP		103.81
09/28/2012	DIVIDEND	1,465	FIDELITY NATIONAL FINANCIAL INC NEW CLASS A		205.10
09/28/2012	DIVIDEND	57,764	GOVT OBLIGATIONS FUND INSTITUTIONAL SERVICE		0.78

REALIZED GAINS AND LOSSES
WILLIAM H JOHN G EMMA SCOTT FOUNDATION
ATTN SUSANNE B CRUMP
8708-5804-AR71-DAM-II-Y
From 09-30-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
06-25-08	01-17-12	245 000	Wal-mart Stores Inc	14,296.31		14,587.97		291.66
08-17-11	01-17-12	4,009	Fedl Home Loan Mtg Corp Pool #g14056 Gold 4 000% Due 08-01-25	② 4,245.83	0.00	① 4,008.64	(237.19)	
04-06-11	01-25-12	1,320.000	Dollar Tree Inc	75,279.47		112,025.33	36,745 86	
03-09-11	01-27-12	38 000	Nvr Inc	29,428.84		26,436.82	(2,992 02)	
10-06-10	01-27-12	110.000	Nvr Inc	70,143.98		76,527.63		6,383.65
08-17-11	02-15-12	3,331	Fedl Home Loan Mtg Corp Pool #g14056 Gold 4 000% Due 08-01-25	② 3,527.99	0.00	① 3,330.90	(197.09)	
11-18-09	02-29-12	3,020 000	Merck & Company Inc New	105,401 93		115,455.24		10,053.31
04-15-11	03-14-12	130,000.000	Dell Inc Note B/e 1.400% Due 09-10-13	②130,070.20	②(26.16)	① 130,829.40	785 36	
08-17-11	03-15-12	3,811	Fedl Home Loan Mtg Corp Pool #g14056 Gold 4.000% Due 08-01-25	4,036.49	0.00	3,810.99	(225.50)	
04-21-10	04-11-12	2,090 000	Intl Flavor & Fragrances	105,581.16		119,982.33		14,401.17
10-12-05	04-11-12	1,010.000	Transocean Limited Namen Akt	89,542.64		50,448.57		(39,094.07)
03-02-11	04-11-12	480.000	Transocean Limited Namen Akt	40,266.94		23,975.56		(16,291.38)
08-17-11	04-16-12	4,091	Fedl Home Loan Mtg Corp Pool #g14056 Gold 4 000% Due 08-01-25	② 4,333.05	0.00	① 4,090.98	(242.07)	
12-13-07	05-15-12	150,000.000	Berkshire Hathaway Inc Del Notes 4.750% Due 05-15-12	150,963.00	(963.00)	150,000.00		0.00
08-17-11	05-15-12	3,110	Fedl Home Loan Mtg Corp Pool #g14056 Gold 4.000% Due 08-01-25	② 3,293.91	0.00	① 3,109.90	(184.01)	
11-10-10	05-23-12	320.000	Eog Resources Inc	29,872.76		31,463.68		1,590.92
01-08-03	05-23-12	905.000	Eog Resources Inc	17,530.21		88,983.22		71,453.01
01-12-11	05-30-12	1,570.000	Boeing Company	110,333.48		109,105.80		(1,227.68)
08-17-11	05-30-12	90,717	Fedl Home Loan Mtg Corp Pool #g14056 Gold 4.000% Due 08-01-25	② 96,084.77	0.00	① 95,503.08	(581.69)	
09-09-10	06-12-12	515.000	Anheuser Busch Inbev Sa/nv	28,697.09		35,351.06		6,653.97
08-31-11	06-12-12	416 000	Berkshire Hathaway Inc De Cl B New	②30,413.87		① 33,582.85	3,168 98	
05-11-05	06-12-12	420 000	Danaher Corp	10,897.40		21,453.76		10,556.36
06-04-08	06-12-12	535 000	Disney Walt Company	18,161.75		24,669.00		6,507.25
11-03-10	06-12-12	340 000	Exxon Mobil Corp	23,227.78		27,489.16		4,261.38
10-16-70	06-12-12	75 000	Exxon Mobil Corp	147.22		6,063.79		5,916.57
07-25-07	06-12-12	15 000	International Business Machines Corp	1,750.00		2,834.93		1,084.93
08-02-88	06-12-12	440 000	Johnson & Johnson	2,243.70		27,719.22		25,475 52
02-18-98	06-12-12	60.000	Markel Corp	10,445.00		25,891.97		15,446.97
10-14-09	06-12-12	187.000	Novo Nordisk As Adr	12,203.41		25,457.43		13,254.02
08-30-06	06-12-12	430.000	Procter & Gamble Company	26,637.38		26,812.30		174.92
10-06-10	06-12-12	325 000	Schlumberger Ltd	20,592.99		20,950 62		357.63
02-28-95	06-12-12	80 000	Schlumberger Ltd	1,025.62		5,157.08		4,131.46
09-14-11	06-12-12	465 000	Starwood Hotels & *resorts Worldwide	② 19,884.19		① 23,518.66	3,634 47	
05-12-04	06-12-12	315 000	United Technologies Corp	13,076.91		23,376.25		10,299.34
12-05-11	06-12-12	515 000	Wellpoint Inc	②36,265.14		① 35,690.95	(574.19)	
09-14-06	06-12-12	65.000	Apple Inc	4,840.53		37,158.12		32,317.59

DAVENPORT
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Received from Jayme Mika at Keiter - these statements are sent directly to Tom Denson of Keiter from Davenport

REALIZED GAINS AND LOSSES

WILLIAM H JOHN G EMMA SCOTT FOUNDATION
ATTN SUSANNE B CRUMP
8708-5804-AR71-DAM-II-Y
From 09-30-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
08-17-11	10-17-11	4,489	Fedl Home Loan Mtg Corp Pool #g14056 Gold 4.000% Due 08-01-25	② 4,754.17	0 00	① 4,488.58	(265.59)	
08-17-11	11-15-11	5,386	Fedl Home Loan Mtg Corp Pool #g14056 Gold 4.000% Due 08-01-25	5,704.40	0.00	5,385.72	(318 68)	
03-30-11	11-23-11	3,200.000	Discovery Communicationsinc New Series C	111,859.20		116,543.36	4,684.16	
09-14-11	12-01-11	335.000	Nestle S A Spnsd Adr Repsting Reg Shs	18,746.93		18,899.04	152.10	
05-26-10	12-01-11	420.000	American Tower Corp Chgcl A	16,925.37		24,717.71		7,792.34
01-12-11	12-01-11	410.000	Capital One Financial Corp	② 19,331.42		① 18,223.03	(1,108.39)	
03-16-06	12-01-11	235.000	Chevron Corp	13,459.53		23,975 62		10,516.09
07-25-07	12-01-11	145.000	International Business Machines Corp	16,916.70		27,168.65		10,251.95
07-23-08	12-01-11	245.000	Laboratory Corp Of Amer Holdings New	17,577.89		21,214.16		3,636.27
03-03-04	12-01-11	845.000	Lowes Companies Inc	23,498.35		20,094.84		(3,403.51)
02-18-98	12-01-11	75.000	Markel Corp	13,056.25		29,456.43		16,400.18
06-03-09	12-01-11	225.000	Mcdonalds Corp	13,687.56		21,398.59		7,711.03
02-03-10	12-01-11	335.000	Merck & Company Inc New	13,011.03		11,966.80		(1,044.23)
11-18-09	12-01-11	65.000	Merck & Company Inc New	2,268.58		2,321.92		53.34
05-11-05	12-01-11	445.000	Pepsico Inc	25,240.40		28,524.60		3,284.20
06-25-03	12-01-11	155.000	Praxair Inc	4,635.33		15,694.40		11,059.07
06-25-08	12-01-11	560 000	Wal-mart Stores Inc	32,677.29		32,936.37		259.08
09-14-06	12-01-11	83.000	Apple Inc	6,180.99		31,885.20		25,704.21
09-03-08	12-01-11	370.000	Automatic Data Processing Inc	16,882.77		18,867.64		1,984.87
09-01-10	12-01-11	410.000	Check Point Software Technologies Ltd	14,666.77		22,449.97		7,783.20
03-03-10	12-01-11	355.000	Fiserv Inc	17,668.74		20,330.37		2,661.63
04-08-09	12-01-11	28 000	Google Inc Cl A	10,225.66		17,001 03		6,775.37
05-17-07	12-01-11	690.000	Intel Corp	15,476.70		16,822.78		1,346.08
02-03-99	12-01-11	290.000	Microsoft Corp	12,189.59		7,300 24		(4,889.35)
01-24-01	12-01-11	300.000	Microsoft Corp	9,268.69		7,551.97		(1,716.72)
05-16-02	12-01-11	55.000	Microsoft Corp	1,522.80		1,384.53		(138 27)
11-05-08	12-01-11	425 000	Price T Rowe Group Inc	17,760.73		23,686.42		5,925.69
08-14-09	12-01-11	500.000	Qualcomm Inc	22,974.70		27,184.48		4,209.78
09-10-07	12-09-11	125,000.000	General Elec Cap Co Medium Term Note B/e 5.000% Due 04-10-12	125,498.87	(458.26)	126,581.25		1,540.64
09-14-11	12-14-11	445.000	Caterpillar Inc	② 37,426.56		① 38,632.33	1,205 77	
11-19-08	12-14-11	937.000	Caterpillar Inc	33,200.25		81,344.93		48,144.68
08-17-11	12-15-11	4,537	Fedl Home Loan Mtg Corp Pool #g14056 Gold 4.000% Due 08-01-25	② 4,805.49	0.00	① 4,537.03	(268.46)	
05-12-10	01-17-12	240.000	Millicom Intl Cellular Sa New	21,695.26		24,025 34		2,330.08
08-14-09	01-17-12	370.000	Qualcomm Inc	17,001.28		21,077.49		4,076.21
09-10-08	01-17-12	490.000	Accenture Plc Ireland Class A New	18,919.93		26,134.60		7,214.67
05-26-10	01-17-12	410.000	American Tower Corp New*	16,522.38		25,221.67		8,699.28
03-16-06	01-17-12	325 000	Chevron Corp	18,614.25		34,553.09		15,938 84
07-25-07	01-17-12	115 000	International Business Machines Corp	13,416.69		20,638.40		7,221.71

The information contained herein is based upon data obtained from sources believed to be reliable and in some cases the client; however, such data is not guaranteed as to its accuracy or completeness and is for informational purposes only Please note that some securities, notably mutual funds and real estate investment trust, may revise the classification of prior distributions late in the tax preparation season. Should this occur, the cost basis information above would need to be adjusted, thereby affecting your gain/loss. Unless other wise instructed by you, Davenport will use its usual and customary method for establishing the cost basis for security sales in your account. This method generally assigns the highest available cost basis to a security sale, as opposed to the "first-in, first-out" (FIFO) method. Please be advised that 12/31/89 in the open Date column is a default date indicating missing cost basis and acquisition date, thus, the totals are incomplete.

DAVENPORT
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REALIZED GAINS AND LOSSES
WILLIAM H JOHN G EMMA SCOTT FOUNDATION
ATTN SUSANNE B CRUMP
8708-5804-AR71-DAM-II-Y
From 09-30-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	 Long Term
09-01-10	06-12-12	350 000	Check Point Software Technologies Ltd	12,520 41		18,670 61		6,150 20
03-03-10	06-12-12	245 000	Fiserv Inc	12,193.92		16,827.87		4,633 95
05-20-09	06-12-12	105.000	Fiserv Inc	4,397.94		7,211.94		2,814.00
05-17-07	06-12-12	670.000	Intel Corp	15,028.10		17,652 87		2,624.77
05-16-02	06-12-12	590.000	Microsoft Corp	16,335.48		17,152.67		817.19
08-14-09	06-12-12	340 000	Qualcomm Inc	15,622.80		20,015 15		4,392 35
08-17-11	06-15-12	2,585	Fedl Home Loan Mtg Corp Pool #g14056 Gold 4.000% Due 08-01-25	② 2,737.84	0.00	① 2,584.89	(152.95)	
06-17-09	07-10-12	145.000	American Tower Corp New*	4,273.22		10,132.42		5,859.20
09-14-06	07-26-12	99.000	Apple Inc	7,372 50		56,601.38		49,228.88
07-14-10	07-27-12	625.000	Illinois Tool Works Inc	27,614 13		34,624.22		7,010.09
10-05-11	07-27-12	2,070 000	Schwab Charles Corp New	② 24,015.11		① 26,847.32	2,832 21	
06-16-10	07-27-12	315.000	Visa Inc Class A	24,025.84		40,586.97		16,561.13
09-03-08	07-27-12	355.000	Automatic Data Processing Inc	16,198.33		20,447.54		4,249.21
02-01-12	07-27-12	855.000	News Corp Class A	② 16,540.83		① 19,929.60	3,388.77	
04-08-09	08-03-12	24.000	Google Inc Cl A	8,764.85		15,414.37		6,649.52
11-05-08	08-03-12	340.000	Price T Rowe Group Inc	14,208.58		20,685.14		6,476.56
08-31-11	08-03-12	43.000	Berkshire Hathaway Inc De Cl B New	② 3,143 74		① 3,684.16	540.42	
05-11-05	08-03-12	150.000	Danaher Corp	3,891.93		8,018.82		4,126.89
05-02-12	08-03-12	365.000	Dr Pepper Snapple Group Inc	② 15,127.32		① 16,650.97	1,523.65	
09-26-07	08-03-12	1,000.000	Jpmorgan Chase & Company	46,229.40		36,239.69		(9,989.71)
05-11-05	08-03-12	300.000	Pepsico Inc	17,016.00		21,842.51		4,826.51
04-25-12	08-03-12	545 000	Wells Fargo & Co New	② 18,216.96		① 18,725.78	508.82	
12-16-09	08-03-12	230.000	Wells Fargo & Co New	6,002 59		7,902.62		1,900.03
08-15-07	08-23-12	875.000	Millicom Intl Cellular Sa New	66,586 97		76,785.92		10,198.94
08-14-09	08-29-12	810.000	Qualcomm Inc	37,219 01		50,215.48		12,996.47
02-03-11	09-13-12	125,000.000	National Rural Utilitiescoop Finance Corp Collateral Trust Bond 1 125% Due 11-01-13	124,211.25	457.67	125,913.38		1,244.46
03-03-04	09-19-12	2,205.000	Lowes Companies Inc	61,318 18		65,225.53		3,907.35
10-05-11	09-19-12	7,060.000	Schwab Charles Corp New	② 81,906 59		① 95,913.60	14,007 01	
TOTAL GAINS							73,177 59	619,799 82
TOTAL LOSSES							(7,347.82)	(77,794.92)
[illegible]				2,852,732.27	(989.75)	3,459,577.19	65,829.77	542,004.90

TOTAL REALIZED GAIN/LOSS 607,834.67
NO CAPITAL GAINS DISTRIBUTIONS

below - $3,010.08	$3,069 41- below
12 TB - 68,839.83	$545,074.51- 12.TB

S/T

Proceeds Σ① 866,983.91

Basis Σ② 801,154.15

L/T

Proceeds 2,592,593.28

Basis 2,050,588.37

DAVENPORT
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REALIZED GAINS AND LOSSES
WILLIAM H JOHN G EMMA SCOTT FOUNDATION
ATTN SUSANNE B CRUMP
8969-3521-AR71-MCP-2-Y
From 09-30-11 Through 09-30-12

							Gain Or Loss	
Open Date	**Close Date**	**Quantity**	**Security**	**Cost Basis**	**Amort. or Accretion**	**Proceeds**	**Short Term**	**Long Term**
06-17-09	07-10-12	75.000	American Tower Corp New*	2,210.29		5,279.70		3,069.41
06-20-12	07-20-12	125.000	Acacia Research Corp	4,569 99		4,415.53	(154.46)	
06-20-12	07-24-12	550.000	Acacia Research Corp	20,107.94		17,373.07	(2,734.87)	
06-20-12	08-08-12	280.000	Lamar Advertising Company Class A	7,991 20		9,784 49	1,793.29	
06-20-12	09-06-12	465 000	Brookfield Residential Pptys Inc	5,082.45		6,743.75	1,661.30	
06-20-12	09-14-12	370 000	Suntrust Banks Inc	8,602.50		11,047.32	2,444.82	
TOTAL GAINS							5,899.41	3,069.41
TOTAL LOSSES							(2,889.33)	0 00
[illegible]				48,564.37	0.00	54,643.86	3,010.08	3,069.41

TOTAL REALIZED GAIN/LOSS 6,079.49
NO CAPITAL GAINS DISTRIBUTIONS

Portfolio Fees Incurred: 1,879.31

	S/T		L/T
Proceeds	49,364.16	Proceeds	5279 70
Basis	46,354.08	Basis	2210.29

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

SOURCE	AMOUNT
DAVENPORT & CO OF VA	76,523.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	76,523.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DAVENPORT & CO OF VA	130,346.	0.	130,346.
TOTAL TO FM 990-PF, PART I, LN 4	130,346.	0.	130,346.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	9,521.	9,521.		0.
TO FORM 990-PF, PG 1, LN 16B	9,521.	9,521.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	13,000.	0.		0.
STATE INCOME TAX	319.	0.		0.
TO FORM 990-PF, PG 1, LN 18	13,319.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	46,305.	46,305.		0.
OFFICE EXPENSES	4,967.	4,967.		0.
TO FORM 990-PF, PG 1, LN 23	51,272.	51,272.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT OBLIGATIONS - SEE ATTACHED SCHEDULE	X		149,177.	156,848.
TOTAL U.S. GOVERNMENT OBLIGATIONS			149,177.	156,848.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			149,177.	156,848.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHED SCHEDULE	5,452,352.	7,859,688.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,452,352.	7,859,688.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHED STATEMENT	2,470,185.	2,601,984.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,470,185.	2,601,984.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
E. BRYSON POWELL P.O. BOX 1122 RICHMOND, VA 23218	TRUSTEE 1.00	0.	0.	0.
SUSANNE B. CRUMP P.O. BOX 1122 RICHMOND, VA 23218	PRESIDENT 5.00	0.	0.	0.
C. COTESWORTH PINCKNEY P.O. BOX 1122 RICHMOND, VA 23218	SECRETARY/TREASURER 5.00	0.	0.	0.
REV. W HILL BROWN, III P.O. BOX 1122 RICHMOND, VA 23218	TRUSTEE 1.00	0.	0.	0.
CHARLES M. GUTHRIDGE P.O. BOX 1122 RICHMOND, VA 23218	TRUSTEE 1.00	0.	0.	0.
ROBERT F. NORFLEET, JR. P.O. BOX 1122 RICHMOND, VA 23218	TRUSTEE 1.00	0.	0.	0.
T. JUSTIN MOORE, III P.O. BOX 1122 RICHMOND, VA 23218	VICE PRESIDENT 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.