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

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
SNEAD FAMILY FOUNDATION
C/O THOMAS G. SNEAD, JR.

A Employer identification number
20-1037290

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

Room/suite

B Telephone number
804-353-2248

City or town, state, and ZIP code
RICHMOND, VA 23226

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)* ▶$ 3,021,164.

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	6.	6.		STATEMENT 1
	4 Dividends and interest from securities	78,017.	78,017.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<50,254.>			
	b Gross sales price for all assets on line 6a 347,204.				
	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	27,769.	78,023.		
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 STMT 3	71.	0.		71.
	b Accounting fees STMT 4	2,100.	0.		2,100.
	c Other professional fees STMT 5	19,377.	19,377.		0.
	17 Interest				
	18 Taxes STMT 6	2,894.	835.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	25.	0.		25.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	24,467.	20,212.		2,196.
	25 Contributions, gifts, grants paid	766,030.			766,030.
	26 **Total expenses and disbursements.** Add lines 24 and 25	790,497.	20,212.		768,226.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<762,728.>			
	b **Net investment income** (if negative, enter -0-)		57,811.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only.

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	822,159.	101,155.	101,155.
	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			
	b Investments - corporate stock STMT 8	1,070,428.	849,694.	1,075,587.
	c Investments - corporate bonds STMT 9	976,348.	1,472,293.	1,519,418.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	751,192.	434,257.	325,004.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	3,620,127.	2,857,399.	3,021,164.
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			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,620,127.	2,857,399.	
	30 **Total net assets or fund balances**	3,620,127.	2,857,399.	
	31 **Total liabilities and net assets/fund balances**	3,620,127.	2,857,399.	

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	3,620,127.
2 Enter amount from Part I, line 27a	2	<762,728.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,857,399.
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	2,857,399.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED STMT	P	VARIOUS	VARIOUS
b	SEE ATTACHED STMT	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	10,068.		10,636.	<568.>
b	323,158.		386,822.	<63,664.>
c	13,978.			13,978.
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<568.>
b				<63,664.>
c				13,978.
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 <50,254.>

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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	654,535.	4,125,646.	.158650
2010	937,010.	4,514,353.	.207562
2009	470,947.	4,878,425.	.096537
2008	473,035.	6,570,318.	.071996
2007	925,410.	7,484,883.	.123637

2	Total of line 1, column (d)	2	.658382
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	.131676
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,206,102.
5	Multiply line 4 by line 3	5	422,167.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	578.
7	Add lines 5 and 6	7	422,745.
8	Enter qualifying distributions from Part XII, line 4	8	768,226.

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	578.
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	578.
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	578.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a 2,000.		
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	2,000.
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	1,422.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1,422. **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)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? 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 2012 or the taxable year beginning in 2012 (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 ▶ THOMAS G. SNEAD, JR. Telephone no. ▶ 804-353-2248
Located at ▶ 103 LOCKGREEN PLACE, RICHMOND, VA ZIP+4 ▶ 23226

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 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 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 2012.)* 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 2012?	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
THOMAS G. SNEAD, JR. 103 LOCKGREEN PLACE RICHMOND, VA 23226	FOUNDING DIRECTOR 1.00	0.	0.	0.
VICKIE M. SNEAD 103 LOCKGREEN PLACE RICHMOND, VA 23226	FOUNDING DIRECTOR 1.00	0.	0.	0.
CHRISTEN S. TRIVETTE 2725 39TH STREET NW, APT 501 WASHINGTON, DC 20007	FAMILY DIRECTOR 1.00	0.	0.	0.
LAUREN R. SNEAD 103 LOCKGREEN PLACE RICHMOND, VA 23226	FAMILY DIRECTOR 1.00	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 VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,849,202.
b	Average of monthly cash balances	1b	405,724.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,254,926.
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	3,254,926.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	48,824.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,206,102.
6	**Minimum investment return.** Enter 5% of line 5	6	160,305.

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	160,305.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 578.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	578.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	159,727.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	159,727.
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	159,727.

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	768,226.
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	768,226.
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	578.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	767,648.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				159,727.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 559,090.				
b From 2008 146,415.				
c From 2009 227,451.				
d From 2010 713,706.				
e From 2011 451,571.				
f **Total** of lines 3a through e	2,098,233.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 768,226.				
a Applied to 2011, 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 2012 distributable amount				159,727.
e Remaining amount distributed out of corpus	608,499.			
5 Excess distributions carryover applied to 2012 (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	2,706,732.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	559,090.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	2,147,642.			
10 Analysis of line 9:				
a Excess from 2008 146,415.				
b Excess from 2009 227,451.				
c Excess from 2010 713,706.				
d Excess from 2011 451,571.				
e Excess from 2012 608,499.				

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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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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).)

SEE STATEMENT 11

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 or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 12

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

c Any submission deadlines:

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

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				
AMERICAN HEART ASSOCIATION 4217 PARK PLACE COURT GLEN ALLEN, VA 23060		PUBLIC	GENERAL	500.
AMERICAN RED CROSS 420 E. CARY STREET RICHMOND, VA 23219		PUBLIC	GENERAL	500.
AN ACHEIVABLE DREAM 10858 WARWICK BLVD NEWPORT NEWS, VA 23601		PUBLIC	GENERAL	1,000.
BLUE STAR FAMILIES OF RICHMOND 4709 KING WILLIAM RD RICHMOND, VA 23225		PUBLIC	GENERAL	500.
BRIDGING BOUNDARIES INTERNATIONAL 1021 N. OLIVER HILL WAY RICHMOND, VA 23219		PUBLIC	GENERAL	1,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	766,030.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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	6.	
4 Dividends and interest from securities			14	78,017.	
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	<50,254.>	
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.		27,769.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 27,769.

(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).

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

Thomas G. Snead | 5/10/13 | FOUNDING DIRECTOR

Signature of officer or trustee | Date | 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	Preparer's signature	Date	Check ☐ if self-employed	PTIN
L. Michael Gracik	[signature]	5/6/13		P00443555

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

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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
CARITAS P.O. BOX 25790 RICHMOND, VA 23260		PUBLIC	GENERAL	500.
CHILD FUND INTERNATIONAL 2821 EMERYWOOD PARKWAY RICHMOND, VA 23261		PUBLIC	GENERAL	4,430.
CHILDREN'S MIRACLE NETWORK P.O. BOX 437 RICHMOND, VA 23218		PUBLIC	GENERAL	500.
CHRISTMAS MOTHER PO BOX 85333 RICHMOND, VA 23293		PUBLIC	GENERAL	500.
CROSSOVER MINISTRY 108 COWARDIN AVE RICHMOND, VA 23224		PUBLIC	FREE CLINIC	500.
DELTAVILLE COMMUNITY ASSOCIATION PO BOX 211 DELTAVILLE, VA 230430211		PUBLIC	GENERAL	250.
ELON UNIVERSITY 400 N. O'KELLY AVE ELON, NC 27244		PUBLIC	GENERAL	1,000.
FEED MORE 1415 RHOADMILLER STREET RICHMOND, VA 23220		PUBLIC	GENERAL	500.
FIRST PRESBYTERIAN CHURCH 4602 CARY STREET ROAD RICHMOND, VA 23226		PUBLIC	GENERAL	15,000.
GREATER RICHMOND FIT4KIDS 501 EAST FRANKLIN ST. SUITE 418 RICHMOND, VA 23219		PUBLIC	GENERAL	1,000.
Total from continuation sheets				762,030.

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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
FREEDOM HOUSE 1201 HULL ST RICHMOND, VA 23224		PUBLIC	GENERAL	500.
HUGUENOT VOLUNTEER FIRE DEPARTMENT 1922 URBINE RD POWHATAN, VA 23139		PUBLIC	GENERAL	500.
HISTORIC RICHMOND FOUNDATION 4 EAST MAIN ST. RICHMOND, VA 23219		PUBLIC	GENERAL	500.
HOSPITAL HOSPITALITY HOUSE P.O. BOX 10090 RICHMOND, VA 23219		PUBLIC	GENERAL	6,500.
JUNIOR ACHIEVEMENT 7217 WEST BROAD STREET RICHMOND, VA 23294		PUBLIC	GENERAL	2,000.
LEWIS GINTER BOTANICAL GARDEN 1800 LAKESIDE AVENUE RICHMOND, VA 232284700		PUBLIC	GENERAL	500.
LOWER MIDDLESEX VOLUNTEER FIRE DEPT PO BOX 440 DELTAVILLE, VA 23043		PUBLIC	GENERAL	250.
MAKE-A-WISH FOUNDATION 9211 FOREST HILL AVE, SUITE 295 RICHMOND, VA 23235		PUBLIC	GENERAL	500.
MARCH OF DIMES 10128-A WEST BROAD STREET GLEN ALLEN, VA 23060		PUBLIC	GENERAL	500.
MASSEY CANCER CENTER 401 COLLEGE STREET RICHMOND, VA 23298		PUBLIC	GENERAL	60,000.
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
MAYMONT FOUNDATION 1700 HAMPTON STREET RICHMOND, VA 23220		PUBLIC	GENERAL	500.
MIDDLESEX COUNTY VOLUNTEER RESCUE SQUAD PO BOX 98 DELTAVILLE, VA 23043		PUBLIC	GENERAL	250.
NCSU CAMPUS BOX 7511 RALEIGH, NC 27695		PUBLIC	PARENT FUND	1,000.
THE PRIZERY - COMMUNITY ARTS CENTER FOUNDATION 700 BRUCE STREET SOUTH BOSTON, VA 24592		PUBLIC	GENERAL	1,000.
RICHMOND AREA HIGH BLOOD PRESSURE CENTER PO BOX 5039 RICHMOND, VA 23220		PUBLIC	GENERAL	500.
SACRED HEART CENTER 1400 PERRY STREET RICHMOND, VA 23224		PUBLIC	GENERAL	2,000.
SCIENCE MUSEUM OF VA P.O. BOX 11624 RICHMOND, VA 23230		PUBLIC	GENERAL	1,000.
SPECIAL OLYMPICS 3212 SKIPWITH ROAD, SUITE 100 RICHMOND, VA 232944413		PUBLIC	GENERAL	1,000.
SPORTABLE 1365 OVERBROOK RD. ROOM 2 RICHMOND, VA 23220		PUBLIC	GENERAL	100.
ST. CATHERINE'S SCHOOL 6001 GROVE AVE RICHMOND, VA 23226		PUBLIC	GENERAL	500.
Total from continuation sheets				

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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
ST. GERTRUDE'S HIGH SCHOOL 3215 STUART AVENUE RICHMOND, VA 23221		PUBLIC	ANNUAL FUND	9,500.
ST. JOSEPH'S VILLA 8000 BROOK ROAD RICHMOND, VA 23227		PUBLIC	GENERAL	500.
THE HEALING PLACE 700 DINWIDDIE AVENUE RICHMOND, VA 23224		PUBLIC	GENERAL	1,500.
THE LEUKEMIA & LYMPHOMA SOCIETY P.O. BOX 4261 PITTSFIELD, MA 01202-4261		PUBLIC	GENERAL	500.
THE VIRGINIA HOME 1101 HAMPTON STREET RICHMOND, VA 23220		PUBLIC	GENERAL	500.
U-TURN P.O. BOX 25364 RICHMOND, VA 23060		PUBLIC	ANNUAL FUND	1,000.
UNITED WAY 2001 MAYWILL STREET RICHMOND, VA 11807		PUBLIC	GENERAL	20,000.
USO WORLD HEADQUARTERS P.O. BOX 96860 WASHINGTON, DC 20077-7677		PUBLIC	GENERAL	1,000.
VA ASSOCIATION OF FREE CLINICS 10231 TELEGRAPH ROAD, STE B GLEN ALLEN, VA 23059		PUBLIC	GENERAL	500.
VA COUNCIL ON ECONOMIC EDUCATION 1015 FLOYD AVE RICHMOND, VA 23284		PUBLIC	GENERAL	250.
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
VA HEALTH CARE FOUNDATION 1001 EAST BROAD STREET, #445 RICHMOND, VA 23219		PUBLIC	GENERAL	500.
VA HISTORICAL SOCIETY 428 N BOULEVARD, P.O. BOX 7311 RICHMOND, VA 23221		PUBLIC	GENERAL	6,000.
VA MUSEUM OF FINE ARTS 200 N. BOULEVARD RICHMOND, VA 23220		PUBLIC	GENERAL	500.
VA21 1108 EAST MAIN ST RICHMOND, VA 23219		PUBLIC	GENERAL	2,500.
VCU BOARD OF VISITORS FUND P.O. BOX 843042 RICHMOND, VA 23284		PUBLIC	GENERAL	2,500.
VCU COMMUNICATIONS HALL OF FAME 101 NORTH 5TH STREET RICHMOND, VA 23219		PUBLIC	GENERAL	500.
VCU DEPT OF ATHLETICS P.O. BOX 843013 RICHMOND, VA 23286		PUBLIC	ATHLETICS AND GOLF SCHOLARSHIPS	100,000.
VCU INVESTORS CIRCLE P.O. BOX 843013 RICHMOND, VA 23286		PUBLIC	GENERAL	10,000.
VCU SCHOOL OF BUSINESS P.O BOX 843042 RICHMOND, VA 23284		PUBLIC	GENERAL	500,000.
WILLIAM BYRD COMMUNITY HOUSE 224 SOUTH CHERRY ST. RICHMOND, VA 23220		PUBLIC	GENERAL	500.
Total from continuation sheets				

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What are the portfolio's investments (Summary)?

Holdings Summary by Investment
Snead Family Foundation (4196dx)

GENSPRING FAMILY OFFICES

As of December 31, 2012

Holding	Sub-Strategy	Total Cost	Market Value	% Portfolio
Cash				
Accrued Stock Dividends	Cash	$1,315.21	$1,315.21	0.04%
Money Mkt Obligs Tr Fd Treas Inst	Cash	$87,821.27	$87,821.27	2.92%
Total Cash		**$89,136.48**	**$89,136.48**	**2.96%**
Fixed Income				
(4) Templeton Income Tr Glb Bd Advsor	Diversified Bonds	$160,835.14	$162,963.88	5.42%
(5) Vanguard Bd Index Fd Tot Bd Ptf Ins	Diversified Bonds	$277,651.23	$296,030.17	9.84%
(4) Wells Fargo Advantage Wfa Intl Bd Inst	Government Bonds	$224,718.87	$244,278.24	8.12%
Total Fixed Income		**$663,205.24**	**$703,272.29**	**23.37%**
Multi-Strategy				
AMA Multi Strategy Offshore Fund LTD	Multi-Strategy	$35,920.94	$24,690.05	0.82%
Silver Creek Early Advantage Fund LTD Class A	Multi-Strategy	$49,171.00	$87,956.17	2.92%
The 1794 Event Driven Overseas Fund LTD	Multi-Strategy	$35,388.69	$14,324.85	0.48%
Total Multi-Strategy		**$120,480.63**	**$126,971.06**	**4.22%**
Developed Equities				
(2) Artisan Fds Inc Intl Value Inv	All Cap	$178,664.78	$304,992.81	10.14%
(1) Dfa Invt Dimension Grp Us Core Eq 2Pt	Large Cap	$178,683.72	$208,046.81	6.91%
(1) Unified Ser Tr Auer Growth Fd	All Cap	$140,000.00	$136,534.65	4.54%
Total Developed Equities		**$497,348.50**	**$649,574.27**	**21.59%**
Credit Alternatives				
(6) Unified Ser Tr Iron Strat Inc	Long Short Credit	$348,763.31	$343,296.15	11.41%
Total Credit Alternatives		**$348,763.31**	**$343,296.15**	**11.41%**
Credit				
(6) Ishares Tr High Yld Corp	High Yield Bonds	$50,116.14	$51,062.45	1.70%
(5) Loomis Sayles Fds Bd Fd	Diversified Bonds	$264,387.11	$273,281.99	9.08%
(6) Neuberger Berman Incom Hi Incm Instl	High Yield Bonds	$61,892.95	$62,534.48	2.08%
(6) Tcw Fds Inc Emrg Mkts Cl I	Diversified Bonds	$83,929.05	$85,970.57	2.86%

Inception Date 7/31/2004 Cash may include GenSpring fees accrued but not yet collected. Please see the Disclosures and Definitions at the end of this report for definitions of the various Risk Capital categories and information integral to your investment decision making process. Past performance is not necessarily indicative of future results. The performance data herein is UNAUDITED.

STOCK
DOMESTIC 3(1) = 318,684 344,581
INTERNATIONAL 3(2) = 456,305 616,134
PRECIOUS METALS 3(3) = 74,705 114,872

BONDS
INTERNATIONAL 3(4) = 385,554 407,242
FIXED INCOME 3(5) = 542,038 569,312
HIGH YIELD 3(6) = 544,701 542,864

What are the portfolio's investments (Summary)?

Holdings Summary by Investment (continued)

Snead Family Foundation (4196dx)

GENSPRING FAMILY OFFICES

As of December 31, 2012

Holding	Sub-Strategy	Total Cost	Market Value	% Portfolio
Total Credit		**$460,325.25**	**$472,849.49**	**15.71%**
Commodities				
Pimco Fds Pac Invt Mgm Comm Realstr I	Diversified Commodities	$313,776.47	$198,033.41	6.58%
5 Spdr Gold Trust Gold Shs	Precious Metals	$74,705.18	$114,872.46	3.82%
Total Commodities		**$388,481.65**	**$312,905.88**	**10.40%**
Emerging Equities				
2 Delaware Pooled Tr Emerging Mkts	Emerging Market Equities	$94,595.37	$150,822.80	5.01%
2 Dfa Invt Dimension Grp Emrg Mkts Val	Emerging Market Equities	$123,074.33	$105,609.46	3.51%
2 Ishares Inc Msci Brazil	Emerging Market Equities	$59,970.47	$54,709.32	1.82%
Total Emerging Equities		**$277,640.17**	**$311,141.58**	**10.34%**
Grand Total		**$2,845,381.23**	**$3,009,147.21**	**100.00%**

Inception Date 7/31/2004. Cash may include GenSpring fees accrued but not yet collected. Please see the Disclosures and Definitions at the end of this report for definitions of the various Risk Capital categories and information integral to your investment decision making process. Past performance is not necessarily indicative of future results. The performance data herein is UNAUDITED.

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

SOURCE	AMOUNT
SUNTRUST CHECKING	6.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	6.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS THROUGH SUNTRUST BANK	91,995.	13,978.	78,017.
TOTAL TO FM 990-PF, PART I, LN 4	91,995.	13,978.	78,017.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	71.	0.		71.
TO FM 990-PF, PG 1, LN 16A	71.	0.		71.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,100.	0.		2,100.
TO FORM 990-PF, PG 1, LN 16B	2,100.	0.		2,100.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	19,377.	19,377.		0.
TO FORM 990-PF, PG 1, LN 16C	19,377.	19,377.		0.

FORM 990-PF — TAXES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL ESTIMATED TAXES	2,000.	0.		0.
FEDERAL TAX PAYMENT	59.	0.		0.
FOREIGN TAXES PAID	835.	835.		0.
TO FORM 990-PF, PG 1, LN 18	2,894.	835.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
VA STATE CORP COMMISSION	25.	0.		25.
TO FORM 990-PF, PG 1, LN 23	25.	0.		25.

FORM 990-PF — CORPORATE STOCK — STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	849,694.	1,075,587.
TOTAL TO FORM 990-PF, PART II, LINE 10B	849,694.	1,075,587.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	1,472,293.	1,519,418.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,472,293.	1,519,418.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMA MULTI-STRATEGY OFFSHORE FUND LTD.	COST	35,921.	24,690.
PIMCO FDS PAC INVT	COST	313,776.	198,033.
SILVER CREEK EARLY ADVANTAGE FUND LTD	COST	49,171.	87,956.
THE 1794 EVENT DRIVEN OVERSEAS FUND, LTD	COST	35,389.	14,325.
TOTAL TO FORM 990-PF, PART II, LINE 13		434,257.	325,004.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 11

NAME OF MANAGER

THOMAS G. SNEAD, JR.
VICKIE M. SNEAD

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THOMAS & VICKIE SNEAD
103 LOCKGREEN PLACE
RICHMOND, VA 23226

TELEPHONE NUMBER

804-354-3510

FORM AND CONTENT OF APPLICATIONS

LETTER STATING REASON FOR REQUEST

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

MUST BE A QUALIFYING CHARITABLE ORGANIZATION UNDER SECTION 501(C)(3). A FOCUS OF THE FOUNDATION WILL BE ON PROJECTS THAT IMPROVE HEALTH, HUMAN SERVICES, AND EDUCATION.