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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

The Rock Foundation

A Employer identification number

20-8164535

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

c/o McGuireWoods LLP P. O. Box 397

Room/suite

B Telephone number

(804) 775-1023

City or town, state, and ZIP code

Richmond, VA 23218

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

\$ 1,509,228.

J Accounting method:

☒

Cash

☐

Accrual

Other (specify)

(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

## Part I Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books

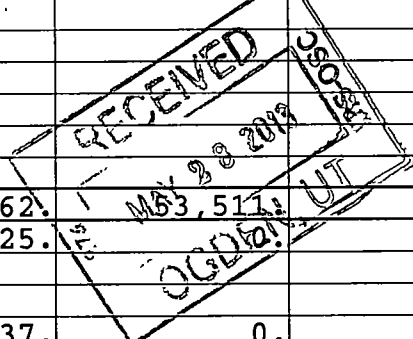
(b) Net investment income

(c) Adjusted net income

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

1	Contributions, gifts, grants, etc., received			N/A	
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	37,212.	37,061.		Statement 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	16,450.			
b	Gross sales price for all assets on line 6a	413,381.			
7	Capital gain net income (from Part IV, line 2)		16,450.		
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	53,662.	53,511.		
13	Compensation of officers, directors, trustees, etc	1,725.			0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees Stmt 2	5,637.	0.		5,637.
b	Accounting fees				
c	Other professional fees Stmt 3	16,369.	14,644.		1,725.
17	Interest				
18	Taxes Stmt 4	1,574.	545.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses. Add lines 13 through 23	25,305.	15,189.		7,362.
25	Contributions, gifts, grants paid	76,250.			76,250.
26	Total expenses and disbursements. Add lines 24 and 25	101,555.	15,189.		83,612.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-47,893.			
b	Net investment income (if negative, enter -0-)		38,322.		
c	Adjusted net income (if negative, enter -0-)			N/A	

SCANNED MAY 29 2013



a

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	67,043.	85,115.	85,115.
	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			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 6	1,320,392.	1,253,545.	1,424,113.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,387,435.	1,338,660.	1,509,228.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	1,387,435.	1,338,660.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	1,387,435.	1,338,660.	
	31 Total liabilities and net assets/fund balances	1,387,435.	1,338,660.	

## Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,387,435.
2 Enter amount from Part I, line 27a	2	-47,893.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,339,542.
5 Decreases not included in line 2 (itemize) ▶ See Statement 5	5	882.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,338,660.

**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.)
<b>1a</b> See gain/loss schedule attached	P		
<b>b</b> See gain/loss schedule attached	P		
<b>c</b> Capital Gains Dividends			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 34,452.		34,863.	-411.
<b>b</b> 368,141.		362,068.	6,073.
<b>c</b> 10,788.			10,788.
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			-411.
<b>b</b>			6,073.
<b>c</b>			10,788.
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	<b>2</b>	16,450.
<b>3</b> 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		<b>3</b>	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	88,530.	1,547,533.	.057207
2010	80,056.	1,447,710.	.055298
2009	79,450.	1,293,454.	.061425
2008	99,526.	1,560,575.	.063775
2007	100,000.	1,253,430.	.079781

<b>2</b> Total of line 1, column (d)	<b>2</b>	.317486
<b>3</b> 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	<b>3</b>	.063497
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	1,510,462.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	95,910.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	383.
<b>7</b> Add lines 5 and 6	<b>7</b>	96,293.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	83,612.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	766.
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	766.
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	766.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	790.	
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	790.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	24.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 24. Refunded <input type="checkbox"/>	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>None</b>	13	X	
14	The books are in care of ► <b>Rita Smith</b> Telephone no. ► <b>(804) 794-8230</b> Located at ► <b>2530 Salisbury Road, Midlothian, VA</b> ZIP+4 ► <b>23113</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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
Rita M. Smith 2530 Salisbury Rd Midlothian, VA 23113	President/Treasurer/Direct	1.00	1,725.	0.
M. Anne Greggs 5616 Hardrock Place Richmond, VA 23230	Vice Pres/Director	1.00	0.	0.
John B. O'Grady c/o McGuireWoods LLP 901 E. Cary St Richmond, VA 23219	Secretary/Director	1.00	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 <u>The Rock Foundation makes grants to qualifying charitable organizations and does not carry on charitable activities directly.</u>	0.
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 <u>N/A</u>	
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,468,166.
b	Average of monthly cash balances	1b	65,298.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,533,464.
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	1,533,464.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	23,002.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,510,462.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	75,523.

**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	75,523.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	766.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	766.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	74,757.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	74,757.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	74,757.

**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	83,612.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	83,612.
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	83,612.

**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				74,757.
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	86,687.			
b From 2008	22,353.			
c From 2009	15,456.			
d From 2010	8,216.			
e From 2011	11,941.			
f Total of lines 3a through e	144,653.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	83,612.			
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				74,757.
e Remaining amount distributed out of corpus	8,855.			
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:	153,508.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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	86,687.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	66,821.			
10 Analysis of line 9:				
a Excess from 2008	22,353.			
b Excess from 2009	15,456.			
c Excess from 2010	8,216.			
d Excess from 2011	11,941.			
e Excess from 2012	8,855.			

N/A

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

- [illegible]

**Part XV** Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Commonwealth Catholic Charities PO Box 6565 Richmond, VA 232600565	None	Public	Charitable Support	38,000.
FETCH a Cure 5609 Patterson Ave, #D Richmond, VA 23226	None	Public	Evening with Garth Stein	1,250.
Historic Richmond Foundation 4 E Main St, Suite 1C Richmond, VA 23219	None	Public	Charitable Support	3,000.
Lewis Ginter Botanical Garden 1800 Lakeside Ave Richmond, VA 23228	None	Public	The Winter Symposium	3,000.
Longwood University 201 High Street Farmville, VA 23909	None	Educational	Hull Springs Farm	3,500.
Total			See continuation sheet(s) ▶ 3a	76,250.
b Approved for future payment				
None				
Total			▶ 3b	0.





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Form 990-PF	Dividends and Interest from Securities	Statement	1
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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Bank of America-Agent	47,998.	10,788.	37,210.
United States Commodity Index Fund	2.	0.	2.
Total to Fm 990-PF, Part I, ln 4	48,000.	10,788.	37,212.

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Form 990-PF

Legal Fees

Statement

2

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
McGuireWoods LLP	5,637.	0.		5,637.
To Fm 990-PF, Pg 1, ln 16a	5,637.	0.		5,637.



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Form 990-PF	Other Professional Fees	Statement	3
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank of America-Agency Fees	14,344.	14,344.		0.
Bank of America-Tax Preparation Fees	300.	300.		0.
Smith Consulting Fee	1,725.	0.		1,725.
To Form 990-PF, Pg 1, ln 16c	16,369.	14,644.		1,725.

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Form 990-PF

Taxes

Statement

4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2012 estimated excise tax	790.	0.		0.
Foreign Tax paid from income	545.	545.		0.
2011 excise tax balance due	239.	0.		0.
To Form 990-PF, Pg 1, ln 18	1,574.	545.		0.

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement	5
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Description	Amount
Cost basis adjustments/timing difference	882.
Total to Form 990-PF, Part III, line 5	882.

Form 990-PF

Other Investments

Statement 6

Description	Valuation Method	Book Value	Fair Market Value
See schedule attached	COST	1,253,545.	1,424,113.
Total to Form 990-PF, Part II, line 13		1,253,545.	1,424,113.

\*15511704300\*

Settlement Date

**Account:** 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED  
**Sub-Account:** 40-05-500-1301886 IM THE ROCK FOUNDATION

## Portfolio Detail

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
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### Cash/Currency

<b>Cash Equivalents</b>								
41,171.290	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (Income Investment)	994458719	\$41,171.29	\$2.81	\$41,171.29 1.000	\$0.00	\$36.64	0.08%
36,210.880	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	36,210.88	1.99	36,210.88 1.000	0.00	32.23	0.08
	<b>Total Cash Equivalents</b>		<b>\$77,382.17</b>	<b>\$4.80</b>	<b>\$77,382.17</b>	<b>\$0.00</b>	<b>\$68.87</b>	<b>0.08%</b>

### Total Cash/Currency

			<b>\$77,382.17</b>	<b>\$4.80</b>	<b>\$77,382.17</b>	<b>\$0.00</b>	<b>\$68.87</b>	<b>0.08%</b>
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### Equities

(2) Industry	Sector Codes	CND = Consumer Discretionary CNS = Consumer Staples ENR = Energy	FIN = Financials HEA = Health Care IND = Industrials	IFT = Information Technology MAT = Materials OEQ = Other Equities	TEL = Telecommunication Services UTL = Utilities			
<b>U.S. Large Cap</b>								
40.000	APPLE INC Ticker: AAPL	037833100 IFT	\$21,286.92 532.173	\$0.00	\$8,379.40 209.485	\$12,907.52	\$424.00	1.99%
3,556.178	ASTON MONTAG & CALDWELL GROWTH FUND CLI Ticker: MCGI X	00078H281 OEQ	85,170.46 23.950	0.00	79,530.00 22.364	5,640.46	999.29	1.17
5,230.762	COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES Ticker: UMLG X	19765Y688 OEQ	72,498.36 13.860	0.00	51,984.30 9.938	20,514.06	0.00	0.00
400.000	VANGUARD GROWTH ETF Ticker: VUG	922908736 OEQ	28,472.00 71.180	0.00	27,802.00 69.505	670.00	429.20	1.50
	<b>Total U.S. Large Cap</b>		<b>\$207,427.74</b>	<b>\$0.00</b>	<b>\$167,695.70</b>	<b>\$39,732.04</b>	<b>\$1,852.49</b>	<b>0.89%</b>

Settlement Date



Bank of America Private Wealth Management

**Portfolio Detail**

**Account:** 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED  
**Sub-Account:** 40-05-500-1301886 IM THE ROCK FOUNDATION

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Equities (cont)</b>								
<b>U.S. Mid Cap</b>								
4,795.892	JOHN HANCOCK FDS III DISCIPLINED VALUE MID CAP FUND Ticker: JVMLX	47803W406 OEQ	\$63,785.36 13.300	\$0.00	\$55,604.00 11.594	\$8,181.36	\$115.10	0.18%
2,068.405	PRUDENTIAL JENNISON MID-CAP GROWTH FUND INC CLZ Ticker: PEGZX	74441C808 OEQ	67,057.69 32.420	0.00	62,330.00 30.134	4,727.69	246.14	0.36
	<b>Total U.S. Mid Cap</b>		<b>\$130,843.05</b>	<b>\$0.00</b>	<b>\$117,934.00</b>	<b>\$12,909.05</b>	<b>\$361.24</b>	<b>0.27%</b>
<b>U.S. Small Cap</b>								
5,430.968	EATON VANCE ATLANTA CAP SMID-CAP FUND CL I Ticker: EISM X	277902698 OEQ	\$99,169.48 18.260	\$0.00	\$69,188.00 12.740	\$29,981.48	\$0.00	0.00%
	<b>Total U.S. Small Cap</b>		<b>\$99,169.48</b>	<b>\$0.00</b>	<b>\$69,188.00</b>	<b>\$29,981.48</b>	<b>\$0.00</b>	<b>0.00%</b>
<b>International Developed</b>								
850.000	ARTISAN INTL VALUE FUND Ticker: ARTKX	04314H881 OEQ	\$25,823.00 30.380	\$0.00	\$25,687.00 30.220	\$136.00	\$11.90	0.04%
800.000	COLUMBIA ACORN INTL SELECT FUND CLASS Z SHARES Ticker: ACFFX	197199763 OEQ	20,688.00 25.860	0.00	20,616.00 25.770	72.00	1,460.80	7.06
457.788	HARBOR INTERNATIONAL FUND INSTL CL Ticker: HAINX	411511306 OEQ	28,437.79 62.120	0.00	25,319.55 55.308	3,118.24	574.98	2.02
700.000	ISHARES DOW JONES EPAC SELECT DIVIDEND INDEX FUND Ticker: IDV	464288448 OEQ	23,569.00 33.670	0.00	23,074.24 32.963	494.76	1,139.60	4.83
	<b>Total International Developed</b>		<b>\$98,517.79</b>	<b>\$0.00</b>	<b>\$94,696.79</b>	<b>\$3,821.00</b>	<b>\$3,187.28</b>	<b>3.23%</b>
<b>Emerging Markets</b>								
2,200.000	VANGUARD MSCI EMERGING MKTS ETF Ticker: VWO	922042858 OEQ	\$97,966.00 44.530	\$0.00	\$84,191.50 38.269	\$13,774.50	\$2,145.00	2.19%

\*15521705300\*

Settlement Date



## Portfolio Detail

**Account:** 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED  
**Sub-Account:** 40-05-500-1301886 IM THE ROCK FOUNDATION

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Equities (cont)</b>									
<b>Emerging Markets (cont)</b>									
<b>Total Emerging Markets</b>			\$97,966.00	\$0.00	\$84,191.50	\$13,774.50	\$2,145.00	2.19%	
<b>Total Equities</b>									
			\$633,924.06	\$0.00	\$533,705.99	\$100,218.07	\$7,546.01	1.19%	
<b>Fixed Income</b>									
<b>Investment Grade Taxable</b>									
23,075.773	COLUMBIA INTERMEDIATE BOND FUND CLASS Z SHARES	19765N468	\$218,527.57 9.470	\$511.53	\$199,666.75 8.653	\$18,860.82	\$8,076.52	3.69%	
4,981.735	PIMCO TOTAL RETURN FUND INSTL	693390700	55,994.70 11.240	125.96	54,550.00 10.950	1,444.70	1,788.44	3.19	
<b>Total Investment Grade Taxable</b>			\$274,522.27	\$637.49	\$254,216.75	\$20,305.52	\$9,864.96	3.59%	
<b>International Developed Bonds</b>									
3,500.000	PIMCO FOREIGN BOND FUND UNHEDGED INSTL CL	722005220	\$38,115.00 10.890	\$63.66	\$40,180.00 11.480	-\$2,065.00	\$983.50	2.58%	
0.000	ROWET PRICE INTL FDS INC INTL BD FD	77956H104	0.00 10.100	11.83	0.00	0.00	0.00	0.00	
<b>Total International Developed Bonds</b>			\$38,115.00	\$75.49	\$40,180.00	-\$2,065.00	\$983.50	2.58%	
<b>Global High Yield Taxable</b>									
5,628.259	COLUMBIA INCOME OPPORTUNITIES FUND CLZ	19763T889	\$56,732.85 10.080	\$234.14	\$55,175.00 9.803	\$1,557.85	\$3,163.08	5.57%	
<b>Total Global High Yield Taxable</b>			\$56,732.85	\$234.14	\$55,175.00	\$1,557.85	\$3,163.08	5.57%	
<b>Total Fixed Income</b>			\$369,370.12	\$947.12	\$349,571.75	\$19,798.37	\$14,011.54	3.79%	

Settlement Date

U.S. TRUST

Bank of America Private Wealth Management

**Portfolio Detail**

**Account:** 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED  
**Sub-Account:** 40-05-500-1301886 IM THE ROCK FOUNDATION

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Real Estate</b>									
<b>Public REITs</b>									
1,284.017	COLUMBIA REAL ESTATE EQUITY FUND CLASS Z SHARES	19765P547	\$18,451.32 14.370	\$0.00	\$13,976.64 10.885		\$4,474.68	\$380.07	2.06%
100.000	VANGUARD REIT ETF	922908553	6,580.00 65.800	0.00	6,610.50 66.105		-30.50	234.30	3.56
	<b>Total Public REITs</b>		<b>\$25,031.32</b>	<b>\$0.00</b>	<b>\$20,587.14</b>		<b>\$4,444.18</b>	<b>\$614.37</b>	<b>2.45%</b>
	<b>Total Real Estate</b>		<b>\$25,031.32</b>	<b>\$0.00</b>	<b>\$20,587.14</b>		<b>\$4,444.18</b>	<b>\$614.37</b>	<b>2.45%</b>
<b>Tangible Assets</b>									
<b>Commodities</b>									
1,974.170	PIMCO COMMODITIESPLUS STRATEGY FUND INSTL CL	72201P175	\$21,577.68 10.930	\$0.00	\$21,400.00 10.840		\$177.68	\$116.48	0.54%
5,183.039	PIMCO COMMODITY REALRETURN STRATEGY FUND	722005667	34,415.38 6.640	0.00	38,799.49 7.486		-4,384.11	912.21	2.65
100.000	UNITED STS COMMODITY INDEX FUND ETF	911717106	5,862.99 58.630	0.00	6,032.00 60.320		-169.01	0.00	0.00
	<b>Total Commodities</b>		<b>\$61,856.05</b>	<b>\$0.00</b>	<b>\$66,231.49</b>		<b>-\$4,375.44</b>	<b>\$1,028.69</b>	<b>1.66%</b>
	<b>Total Tangible Assets</b>		<b>\$61,856.05</b>	<b>\$0.00</b>	<b>\$66,231.49</b>		<b>-\$4,375.44</b>	<b>\$1,028.69</b>	<b>1.66%</b>
	<b>Total Portfolio</b>		<b>\$1,167,563.72</b>	<b>\$951.92</b>	<b>\$1,047,478.54</b>		<b>\$120,085.18</b>	<b>\$23,269.48</b>	<b>1.99%</b>
	Accrued Income		\$951.92						
	<b>Total</b>		<b>\$1,168,515.64</b>						

(1) Market Value in the Portfolio Detail section does not include Accrued Income



Settlement Date



Bank of America Private Wealth Management

**Activity Detail**

**Account:** 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED  
**Sub-Account:** 40-05-500-1301886 IM THE ROCK FOUNDATION

Dec. 01, 2012 through Dec. 31, 2012

Date	Description	Income Cash	Principal Cash	Tax Cost	Short-term Realized Gain/Loss	Long-term Realized Gain/Loss
Sales and Maturities (cont)						
12/10/12	THORNBURG INTL VALUE FUND CL I		36,682.87	-32,924.27		3,758.60
	MUTUAL FUND AGENT PROCEEDS REDEMPTION 1,328.127 UNITS @ 27.6200					
12/12/12	EMC CORP BARCLAYS CAPITAL LE 12/07 SALE 250.00 SHR @ 25.0800000 MISC. 15 COMM 6.25		6,263.60	-4,463.75		1,799.85
12/12/12	ISHARES INC MSCI BRAZIL FREE INDEX FUND BERNSTEIN, SANFORD C. & CO. INC 12/07 SALE 200.00 SHR @ 53.1004000 MISC. 23 COMM 5.00		10,614.84	-13,104.50	-271.08	-2,218.58
Total Sales and Maturities		\$0.00	\$160,658.71	-\$147,993.49	-\$271.08	\$12,936.30

**Net Automated Money Market Transactions**

12/31/12	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT MONEY MARKET PURCHASE	-\$9,914.17		\$9,914.17				
12/31/12	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT MONEY MARKET PURCHASE		-26,527.04	26,527.04				
<b>Total Net Automated Money Market Transactions</b>		<b>-\$9,914.17</b>	<b>-\$26,527.04</b>	<b>\$36,441.21</b>	<b>\$0.00</b>		<b>\$0.00</b>	

\*15571710300\*

Settlement Date



## Portfolio Detail

**Account:** 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED  
**Sub-Account:** 40-05-500-1840859 IM THE ROCK FOUNDATION - COL-DIS

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								

### Cash Equivalents

7,381.650	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (Income Investment)	994458719	\$7,381.65	\$0.53	\$7,381.65 1.000	\$0.00	\$6.57	0.08%
350.960	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	350.96	0.14	350.96 1.000	0.00	0.31	0.08
Total Cash Equivalents			\$7,732.61	\$0.67	\$7,732.61	\$0.00	\$6.88	0.08%

### Total Cash/Currency

\$7,732.61	\$0.67	\$7,732.61	\$0.00	\$6.88	0.08%
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### Equities

(2)Industry Sector Codes		CND = Consumer Discretionary CNS = Consumer Staples ENR = Energy	FIN = Financials HEA = Health Care IND = Industrials	IFT = Information Technology MAT = Materials OEQ = Other Equities	TEL = Telecommunication Services UTL = Utilities			
U.S. Large Cap								
88.000	ABBOTT LABS Ticker: ABT	002824100 HEA	\$5,764.00 65.500	\$0.00	\$4,631.18 52.627	\$1,132.82	\$49.28	0.85%
123.000	ALTRIA GROUP INC Ticker: MO	02209S103 CNS	3,867.12 31.440	54.12	2,744.65 22.314	1,122.47	216.48	5.59
58.000	AMERICAN ELEC PWR INC Ticker: AEP	025537101 UTL	2,475.44 42.680	0.00	1,978.54 34.113	496.90	109.04	4.40
80.000	AMERICAN EXPRESS CO Ticker: AXP	025816109 FIN	4,598.40 57.480	0.00	3,345.38 41.817	1,253.02	64.00	1.39
59.000	AMGEN INC Ticker: AMGN	031162100 HEA	5,085.80 86.200	0.00	3,838.86 65.065	1,246.94	110.92	2.18
6.000	APPLE INC Ticker: AAPL	037833100 IFT	3,193.04 532.173	0.00	3,765.31 627.552	-572.27	63.60	1.99
269.000	AT&T INC Ticker: T	00206R102 TEL	9,067.99 33.710	0.00	9,161.18 34.056	-93.19	484.20	5.34
71.000	AUTOMATIC DATA PROCESSING INC Ticker: ADP	053015103 IFT	4,042.03 56.930	30.89	2,983.89 42.027	1,058.14	123.54	3.05

Settlement Date



Bank of America Private Wealth Management

## Portfolio Detail

**Account:** 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED  
**Sub-Account:** 40-05-500-1840859 IM THE ROCK FOUNDATION - COL-DIS

Dec. 01, 2012 through Dec 31, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Equities (cont)</b>									
<b>U.S. Large Cap (cont)</b>									
17,000	BLACKROCK INC CLA	09247X101 FIN	3,514.07 206.710	0.00		2,666.79 156.870	847.28	102.00	2.90
	Ticker: BLK								
64,000	BOEING CO Ticker: BA	097023105 IND	4,823.04 75.360	0.00		4,403.51 68.805	419.53	124.16	2.57
252,000	BRISTOL MYERS SQUIBB CO Ticker: BMY	110122108 HEA	8,212.68 32.590	0.00		7,656.11 30.381	556.57	352.80	4.29
105,000	CHEVRON CORP Ticker: CVX	166764100 ENR	11,354.70 108.140	0.00		9,389.33 89.422	1,965.37	378.00	3.32
55,000	CHUBB CORP Ticker: CB	171232101 FIN	4,142.60 75.320	22.55		3,701.00 67.291	441.60	90.20	2.17
55,000	CME GROUP INC Ticker: CME	12572Q105 FIN	2,786.85 50.670	0.00		2,741.67 49.849	45.18	99.00	3.55
32,000	DOMINION RES INC VA NEW Ticker: D	25746U109 UTL	1,657.60 51.800	0.00		1,622.22 50.694	35.38	67.52	4.07
94,000	DU PONT E I DE NEMOURS & CO Ticker: DD	263534109 MAT	4,227.98 44.979	0.00		4,467.87 47.531	-239.89	161.68	3.82
49,000	EMERSON ELEC CO Ticker: EMR	291011104 IND	2,595.04 52.960	0.00		2,387.61 48.727	207.43	80.36	3.09
127,000	EXXON MOBIL CORP Ticker: XOM	30231G102 ENR	10,991.85 86.550	0.00		9,251.40 72.846	1,740.45	289.56	2.63
86,000	HEINZ H J CO Ticker: HNZ	423074103 CNS	4,960.48 57.680	0.00		4,129.58 48.018	830.90	177.16	3.57
178,000	HOME DEPOT INC Ticker: HD	437076102 CND	11,009.30 61.850	0.00		5,695.21 31.996	5,314.09	206.48	1.87
82,000	HONEYWELL INTL INC Ticker: HON	438516106 IND	5,204.54 63.470	0.00		3,790.98 46.231	1,413.56	134.48	2.58
338,000	INTEL CORP Ticker: INTC	458140100 IFT	6,969.56 20.620	0.00		7,800.12 23.077	-830.56	304.20	4.36
55,000	INTERNATIONAL BUSINESS MACHS Ticker: IBM	459200101 IFT	10,535.25 191.550	0.00		6,229.16 113.257	4,306.09	187.00	1.77

\*15581711300\*

Settlement Date

**Account:** 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED  
**Sub-Account:** 40-05-500-1840859 IM THE ROCK FOUNDATION - COL-DIS

# Portfolio Detail

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP	Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Equities (cont)</b>										
<b>U.S. Large Cap (cont)</b>										
160.000	J P MORGAN CHASE & CO Ticker: JPM	46625H100	FIN	7,035.06 43.969	0.00		7,891.24 49.320	-856.18	192.00	2.72
77.000	JOHNSON & JOHNSON Ticker: JNJ	478160104	HEA	5,397.70 70.100	0.00		4,715.11 61.235	682.59	187.88	3.48
60.000	KIMBERLY CLARK CORP Ticker: KMB	494368103	CNS	5,065.80 84.430	44.40		4,264.56 71.076	801.24	177.60	3.50
112.000	KINDER MORGAN INC DEL Ticker: KMI	49456B101	ENR	3,956.96 35.330	0.00		3,119.49 27.853	837.47	161.28	4.07
41.000	MACYS INC Ticker: M	55616P104	CND	1,599.82 39.020	8.20		1,649.88 40.241	-50.06	32.80	2.05
101.000	MARSH & MCLENNAN COS INC Ticker: MMC	571748102	FIN	3,481.47 34.470	0.00		3,471.85 34.375	9.62	92.92	2.66
69.000	MCDONALDS CORP Ticker: MCD	580135101	CND	6,086.49 88.210	0.00		5,394.05 78.175	692.44	212.52	3.49
170.000	MERCK & CO INC NEW COM Ticker: MRK	58333Y105	HEA	6,959.80 40.940	73.10		6,587.07 38.747	372.73	292.40	4.20
43.000	METLIFE INC Ticker: MET	59156R108	FIN	1,416.42 32.940	0.00		1,489.84 34.647	-73.42	31.82	2.24
309.000	MICROSOFT CORP Ticker: MSFT	594918104	IFT	8,253.30 26.710	0.00		8,582.78 27.776	-329.48	284.28	3.44
37.000	NEXTERA ENERGY INC Ticker: NEE	65339F101	UTL	2,560.03 69.190	0.00		2,060.28 55.683	499.75	88.80	3.46
50.000	OCCIDENTAL PETE CORP DEL Ticker: OXY	674599105	ENR	3,830.50 76.610	0.00		4,051.71 81.034	-221.21	108.00	2.81
375.000	PFIZER INC Ticker: PFE	717081103	HEA	9,404.74 25.079	0.00		8,595.78 22.922	808.96	360.00	3.82
139.000	PHILIP MORRIS INTL INC Ticker: PM	718172109	CNS	11,625.96 83.640	118.15		8,026.93 57.748	3,599.03	472.60	4.06
71.000	PNC FINL SVCS GROUP INC Ticker: PNC	693475105	FIN	4,140.01 58.310	0.00		3,894.35 54.850	245.66	113.60	2.74

## Portfolio Detail

**Account:** 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED  
**Sub-Account:** 40-05-500-1840859 IM THE ROCK FOUNDATION - COL-DIS

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Equities (cont)</b>									
<b>U.S. Large Cap (cont)</b>									
43.000	PRICE T ROWE GROUP INC Ticker: TROW	74144T108 FIN	2,800.04 65.117	0.00	2,404.03 55.908	396.01	58.48	2.08	
70.000	PROCTER & GAMBLE CO Ticker: PG	742718109 CNS	4,752.30 67.890	0.00	4,436.23 63.375	316.07	157.36	3.31	
75.000	RAYTHEON CO COM NEW Ticker: RTN	755111507 IND	4,317.00 57.560	37.50	3,416.46 45.553	900.54	150.00	3.47	
61.000	SEMPRA ENERGY Ticker: SRE	816851109 UTL	4,327.34 70.940	36.60	3,112.20 51.020	1,215.14	146.40	3.38	
39.000	SHERWIN WILLIAMS CO Ticker: SHW	824348106 CND	5,998.98 153.820	0.00	3,371.68 86.453	2,627.30	60.84	1.01	
82.000	TEXAS INSTRS INC Ticker: TXN	882508104 IFT	2,532.98 30.890	0.00	2,591.82 31.608	-58.84	68.88	2.71	
112.000	TIME WARNER INC NEW COM Ticker: TWX	887317303 CND	5,356.96 47.830	0.00	3,815.14 34.064	1,541.82	116.48	2.17	
62.000	TJX COS INC NEW Ticker: TJX	872540109 CND	2,631.90 42.450	0.00	1,851.36 29.861	780.54	28.52	1.08	
22.000	UNITED TECHNOLOGIES CORP Ticker: UTX	913017109 IND	1,804.22 82.010	0.00	1,520.41 69.110	283.81	47.08	2.60	
178.000	US BANCORP DEL COM NEW Ticker: USB	902973304 FIN	5,685.32 31.940	34.71	4,250.64 23.880	1,434.68	138.84	2.44	
10.000	V F CORP Ticker: VFC	918204108 CND	1,509.70 150.970	0.00	1,689.84 168.984	-180.14	34.80	2.30	
244.000	VERIZON COMMUNICATIONS INC Ticker: VZ	92343V104 TEL	10,557.88 43.270	0.00	8,643.14 35.423	1,914.74	502.64	4.76	
46.000	WAL-MART STORES INC Ticker: WMT	931142103 CNS	3,138.58 68.230	18.29	2,671.21 58.070	467.37	73.14	2.33	
61.000	WASTE MGMT INC DEL Ticker: WM	94106L109 IND	2,058.14 33.740	0.00	1,883.80 30.882	174.34	86.62	4.20	

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Settlement Date



## Portfolio Detail

**Account:** 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED  
**Sub-Account:** 40-05-500-1840859 IM THE ROCK FOUNDATION - COL-DIS

Dec 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP	Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Equities (cont)</b>										
<b>U.S. Large Cap (cont)</b>										
145.000	WELLS FARGO & CO NEW COM Ticker: WFC	949746101	FIN	4,956.10 34.180	0.00	5,087.44 35.086		-131.34	127.60	2.57
<b>Total U.S. Large Cap</b>				<b>\$274,320.86</b>	<b>\$478.51</b>	<b>\$232,921.87</b>		<b>\$41,398.99</b>	<b>\$8,581.84</b>	<b>3.12%</b>
<b>U.S. Mid Cap</b>										
75.000	CMS ENERGY CORP Ticker: CMS	125896100	UTL	\$1,828.50 24.380	\$0.00	\$1,615.87 21.545		\$212.63	\$72.00	3.93%
87.000	DOVER CORP Ticker: DOV	260003108	IND	5,716.77 65.710	0.00	4,468.33 51.360		1,248.44	121.80	2.13
41.000	NORDSTROM INC Ticker: JWN	655664100	CND	2,193.50 53.500	0.00	1,558.48 38.012		635.02	44.28	2.01
26.000	PARKER HANNIFIN CORP Ticker: PH	701094104	IND	2,211.56 85.060	0.00	1,604.28 61.703		607.28	42.64	1.92
100.000	RPM INTL INC Ticker: RPM	749685103	MAT	2,936.00 29.360	0.00	2,227.00 22.270		709.00	90.00	3.06
82.000	WESTAR ENERGY INC Ticker: WR	957091100	UTL	2,346.84 28.620	27.06	2,398.99 29.256		-52.15	108.24	4.61
47.000	WISCONSIN ENERGY CORP Ticker: WEC	976657106	UTL	1,731.95 36.850	0.00	1,606.52 34.181		125.43	63.92	3.69
<b>Total U.S. Mid Cap</b>				<b>\$18,965.12</b>	<b>\$27.06</b>	<b>\$15,479.47</b>		<b>\$3,485.65</b>	<b>\$542.88</b>	<b>2.86%</b>
<b>U.S. Small Cap</b>										
52.000	MEREDITH CORP Ticker: MDP	589433101	CND	\$1,791.40 34.450	\$0.00	\$1,446.69 27.821		\$344.71	\$79.56	4.44%
<b>Total U.S. Small Cap</b>				<b>\$1,791.40</b>	<b>\$0.00</b>	<b>\$1,446.69</b>		<b>\$344.71</b>	<b>\$79.56</b>	<b>4.44%</b>

Settlement Date

**Portfolio Detail**

**Account:** 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED  
**Sub-Account:** 40-05-500-1840859 IM THE ROCK FOUNDATION - COL-DIS

Dec. 01, 2012 through Dec 31, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Equities (cont)</b>									
<b>International Developed</b>									
80.000	ACCENTURE PLC CLA COM IRELAND Ticker: ACN	G1151C101 IFT	\$5,320.00 66.500	\$0.00	\$4,174.59 52.182	\$1,145.41		\$129.60	2.43%
36.000	ACE LTD SWITZERLAND Ticker: ACE	H0023R105 FIN	2,872.80 79.800	0.00	2,793.03 77.584	79.77		70.56	2.45
32.000	BHP BILLITON LTD SPONSORED ADR AUSTRALIA Ticker: BHP	088606108 MAT	2,509.44 78.420	0.00	2,215.04 69.220	294.40		71.68	2.85
56.000	DIAGEO PLC SPONSORED ADR NEW UNITED KINGDOM Ticker: DEO	252430205 CNS	6,528.48 116.580	0.00	3,650.90 65.195	2,877.58		155.34	2.37
145.000	GLAXOSMITHKLINE PLC SPONSORED ADR UNITED KINGDOM Ticker: GSK	37733W105 HEA	6,303.15 43.470	83.95	6,353.83 43.820	-50.68		336.26	5.33
121.000	ROYAL DUTCH SHELL PLC SPONSORED ADR CLA DUTCH LISTING Ticker: RDSA	780259206 ENR	8,342.95 68.950	88.45	8,120.73 67.113	222.22		353.80	4.24
<b>Total International Developed</b>			<b>\$31,876.82</b>	<b>\$172.40</b>	<b>\$27,308.12</b>	<b>\$4,568.70</b>		<b>\$1,117.24</b>	<b>3.50%</b>
<b>Total Equities</b>			<b>\$326,954.20</b>	<b>\$677.97</b>	<b>\$277,156.15</b>	<b>\$49,798.05</b>		<b>\$10,321.52</b>	<b>3.15%</b>
<b>Real Estate</b>									
<b>Public REITs</b>									
43.000	DIGITAL RLTY TR INC REITs	253868103	\$2,919.27 67.890	\$31.39	\$2,733.35 63.566	\$185.92		\$125.56	4.30%

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Settlement Date



## Portfolio Detail

**Account:** 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED  
**Sub-Account:** 40-05-500-1840859 IM THE ROCK FOUNDATION - COL-DIS

Dec. 01, 2012 through Dec 31, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Real Estate (cont)</b>									
<b>Public REITs (cont)</b>									
16.000	PUBLIC STORAGE INC COM (REIT)	74460D109	2,319.36 144.960	0.00		1,840.94 115.059	478.42	70.40	3.03
11.000	SIMON PPTY GROUP INC NEW	828806109	1,738.99 158.090	0.00		1,718.66 156.242	20.33	48.40	2.78
<b>Total Public REITs</b>			<b>\$6,977.62</b>	<b>\$31.39</b>		<b>\$6,292.95</b>	<b>\$684.67</b>	<b>\$244.36</b>	<b>3.50%</b>
<b>Total Real Estate</b>			<b>\$6,977.62</b>	<b>\$31.39</b>		<b>\$6,292.95</b>	<b>\$684.67</b>	<b>\$244.36</b>	<b>3.50%</b>
<b>Total Portfolio</b>			<b>\$341,664.43</b>	<b>\$710.03</b>		<b>\$291,181.71</b>	<b>\$50,482.72</b>	<b>\$10,572.76</b>	<b>3.09%</b>
<b>Accrued Income</b>			<b>\$710.03</b>						
<b>Total</b>			<b>\$342,374.46</b>						

(1) Market Value in the Portfolio Detail section does not include Accrued Income



**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
Massey Cancer Center PO Box 980037 Richmond, VA 232980037	None	Public	The Massey Club	2,000.
Maymont Foundation 1700 Hampton Street Richmond, VA 23220	None	Public	Grant for the CPR	5,000.
Richmond Animal League 11401 International Dr Richmond, VA 23226	None	Public	Chartiable Support	2,500.
Richmond Symphony 612 E Grace St, Suite 401 Richmond, VA 23219	None	Public	Chartiable Support	1,500.
Virginia Museum of Fine Arts 200 N Boulevard Richmond, VA 23220	None	Public	Chartiable Support	5,000.
Woodrow Wilson Presidential Library Fdn PO Box 24 Staunton, VA 24402	None	Public	Grant to establish a fund to purchase books for the library	5,000.
Partnership for Families 800 W Graham Road Richmond, VA 23222	None	Public	Chartiable Support	1,500.
FETCH a Cure 5609 Patterson Ave, #D Richmond, VA 23226	None	Public	Oncology Center	5,000.
<b>Total from continuation sheets</b>				<b>27,500.</b>