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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 01-01-2012 , and ending 12-31-2012

Name of foundation TESCO FOUNDATION		A Employer identification number 27-2314595	
Number and street (or P O box number if mail is not delivered to street address) 2001 MAYWILL STREET NO 100		B Telephone number (see instructions) (804) 327-7520	
City or town, state, and ZIP code RICHMOND, VA 23230		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) ☒ \$ 4,693,149		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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 (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	111,540	111,540		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-28,756			
	b Gross sales price for all assets on line 6a _____ 3,087,773				
	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				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	25,650	0		
	12 Total. Add lines 1 through 11	108,434	111,540		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	5,250	2,625		2,625
	c Other professional fees (attach schedule)	25,482	25,482		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	523,775	13		12
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	833	803		30
	24 Total operating and administrative expenses. Add lines 13 through 23	555,340	28,923		2,667
	25 Contributions, gifts, grants paid	252,558			252,558
	26 Total expenses and disbursements. Add lines 24 and 25	807,898	28,923		255,225
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-699,464			
	b Net investment income (if negative, enter -0-)		82,617		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	14,881	7,792	7,792
	2	Savings and temporary cash investments	461,107	180,289	180,289
	3	Accounts receivable ▶ <u>8,375</u>			
		Less allowance for doubtful accounts ▶ _____		8,375	8,375
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		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 (attach schedule)			
	b	Investments—corporate stock (attach schedule)	0 	1,836,100	1,920,029
	c	Investments—corporate bonds (attach schedule).	744,608 	1,456,100	1,478,492
	11	Investments—land, buildings, and equipment basis ▶ _____			
		Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	4,059,368 	1,091,844	1,098,172
	14	Land, buildings, and equipment basis ▶ _____			
		Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,279,964	4,580,500	4,693,149

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 (attach schedule)			
	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	5,279,964	4,580,500	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	5,279,964	4,580,500	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,279,964	4,580,500	

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	5,279,964
2	Enter amount from Part I, line 27a	2	-699,464
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	4,580,500
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	4,580,500

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)
1 a	JP MORGAN 0005	P		
b	POWERSHARES DB COMMODITY INDEX	P		
c	POWERSHARES DB COMMODITY INDEX	P		
d	POWERSHARES DB COMMODITY INDEX	P		
e	CAPITAL GAINS DIVIDENDS	P		

(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 3,067,048		3,114,259	-47,211
b 173			173
c		2,270	-2,270
d 3,473			3,473
e 17,079			17,079

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			-47,211
b			173
c			-2,270
d			3,473
e			17,079

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	-28,756
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) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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	271,550	5,427,747	0 050030
2010	269,267	4,649,565	0 057912
2009			
2008			
2007			

2 Total of line 1, column (d).	2	0 107942
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	0 053971
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	4,816,087
5 Multiply line 4 by line 3.	5	259,929
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	826
7 Add lines 5 and 6.	7	260,755
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	255,225

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	1,652
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	1,652
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	1,652
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,812	
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	1,812
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	160
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 160	Refunded ☐	11	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	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		No
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		No
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	Yes	
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶BARBARA B UKROP Telephone no ▶(804) 327-7520 Located at ▶2001 MAYWILL STREET RICHMOND VA ZIP +4 ▶23230			
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		
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		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
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 ▶ 20____, 20____, 20____, 20____			
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).	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 ▶ 20____, 20____, 20____, 20____			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)? (see instructions).		☐ 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)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.				☐
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?				☐ Yes ☐ No
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?				
		6b		No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				
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?		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 (see instructions).				
(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
JAMES E UKROP	DIRECTOR	0	0	0
4306 SULBRAVE ROAD	0 50			
RICHMOND,VA 23221				
BARBARA B UKROP	PRESIDENT	0	0	0
4306 SULBRAVE ROAD	0 50			
RICHMOND,VA 23221				
ROBERT S UKROP	SECRETARY	0	0	0
6024 ST ANDREWS LANE	0 50			
RICHMOND,VA 23226				
JOSEPH E UKROP	DIRECTOR	0	0	0
4828 GROVE AVENUE	0 50			
RICHMOND,VA 23220				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). 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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the 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	4,618,564
b	Average of monthly cash balances.	1b	262,489
c	Fair market value of all other assets (see instructions).	1c	8,375
d	Total (add lines 1a, b, and c).	1d	4,889,428
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	4,889,428
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	73,341
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,816,087
6	Minimum investment return. Enter 5% of line 5.	6	240,804

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	240,804
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	1,652
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,652
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	239,152
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	239,152
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	239,152

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	255,225
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	255,225
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 (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	255,225
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				239,152
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				144,855
e From 2011.				271,550
f Total of lines 3a through e.	416,405			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 255,225				
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.				239,152
e Remaining amount distributed out of corpus	16,073			
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	432,478			
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 instructions			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) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	432,478			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				144,855
d Excess from 2011.				271,550
e Excess from 2012.				16,073

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a	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 XVSupplementary Information (Complete this part only if the organization 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))

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

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

BARBARA UKROP
4306 SULGRAVE ROAD
RICHMOND, VA 23230
(804) 340-4094

b

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

APPLICATIONS SHOULD BE IN WRITTEN FORM AND APPLICANTS SHOULD BE QUALIFIED SECTION 501(C)(3) ORGANIZATIONS A COPY OF THE IRS LETTER DETERMINING CHARITABLE TAX-EXEMPT STATUS SHOULD BE ATTACHED THE ORGANIZATION'S CHARITABLE PURPOSE SHOULD BE CLEARLY STATED

c

Any submission deadlines

APPLICATIONS ARE ACCEPTED YEAR-ROUND

d

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

GRANTS ARE LIMITED TO QUALIFIED SECTION 501(C)(3) ORGANIZATIONS THAT ARE DESCRIBED IN SECTION 509(A)(1), (2), OR (3) AS PUBLICLY SUPPORTED ORGANIZATIONS

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 See Additional Data Table				
Total			3a	252,558
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities. . . .			14	111,540	
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	-28,756	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a FEDERAL TAX REFUND				25,650	
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e). .		0		108,434	0
13	Total. Add line 12, columns (b), (d), and (e).			13	108,434	

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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 or fiduciary) is based on all information of which preparer has any knowledge.

*****	2013-05-30	*****	
Signature of officer or trustee	Date	Title	May the IRS discuss this return with the preparer shown below (see Instr. 7)? ☒ Yes ☐ No

May the IRS discuss this return with the preparer shown below (see instr. 2)? ☒ **Yes** ☐ **No**

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00837796
	JOHN DENISON	JOHN DENISON			
	Firm's name ☐	CHERRY BEKAERT LLP			Firm's EIN ☐ 56-0574444
		200 SOUTH 10TH STREET SUITE 900			
	Firm's address ☐	RICHMOND, VA 23219			Phone no (804) 673-5700

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
A GRACE PLACE ADULT CARE CENTER 8030 STAPLES MILL RD HENRICO,VA 232282713		509(A)(1)	OPERATIONS	1,000
ALZHEIMER'S ASSOCIATION 4600 COX RD STE 130 GLEN ALLEN,VA 23060		509(A)(1)	OPERATIONS	1,000
ALZHEIMER'S ASSOCIATION 4600 COX RD STE 130 GLEN ALLEN,VA 23060		509(A)(1)	OPERATIONS	1,000
ALZHEIMER'S ASSOCIATION 4600 COX RD STE 130 GLEN ALLEN,VA 23060		509(A)(1)	OPERATIONS	1,500
AMERICAN RED CROSS - GREATER RICHMOND CHAPTER PO BOX 655 RICHMOND,VA 232050655		509(A)(1)	OPERATIONS	2,500
AMERICAN RED CROSS - GREATER RICHMOND CHAPTER PO BOX 655 RICHMOND,VA 232050655		509(A)(1)	OPERATIONS	1,500
AMP METRO RICHMOND 3502 SEMINARY AVE RICHMOND,VA 23227		509(A)(1)	OPERATIONS	500
ANNA JULIA COOPER EPISCOPAL SCHOOL 2124 N 29TH ST RICHMOND,VA 232234539		SCHOOL	OPERATIONS	250
ANNA JULIA COOPER EPISCOPAL SCHOOL 2124 N 29TH ST RICHMOND,VA 232234539		SCHOOL	OPERATIONS	1,500
ANNA JULIA COOPER EPISCOPAL SCHOOL 2124 N 29TH ST RICHMOND,VA 232234539		SCHOOL	OPERATIONS	1,500
ART 180 0 EAST 4TH ST RICHMOND,VA 23224		509(A)(1)	OPERATIONS	1,000
BETTER HOUSING COALITION 23 WBROAD ST STE 100 RICHMOND,VA 23241		509(A)(1)	OPERATIONS	6,225
BETTER HOUSING COALITION 23 WBROAD ST STE 100 RICHMOND,VA 23241		509(A)(1)	OPERATIONS	1,000
BLACK HISTORY MUSEUM & CULTURAL CENTER PO BOX 61052 RICHMOND,VA 23261		509(A)(1)	OPERATIONS	2,000
BLUE SKY FUND PO BOX 8108 RICHMOND,VA 23223		509(A)(1)	OPERATIONS	1,500

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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 <i>Paid during the year</i>				
BOILING HAXALL HOUSE FOUNDATION 211 FRANKLIN ST RICHMOND,VA 23219		509(A)(1)	OPERATIONS	250
BOYS & GIRLS CLUBS OF METRO RICHMOND 5511 STAPLES MILL RD STE 301 RICHMOND,VA 232285445		509(A)(1)	OPERATIONS	1,000
BRAILLE CIRCULATING LIBRARY FOR THE BLIND INC 2700 STUART AVE RICHMOND,VA 23220		509(A)(1)	OPERATIONS	250
C3 201 WEST SEVENTH ST RICHMOND,VA 23224		509(A)(1)	OPERATIONS	125
CAMPUS CRUSADE FOR CHRIST 100 LAKE HART DR ORLANDO,FL 32832		509(A)(1)	OPERATIONS	1,000
CAPITAL REGION LAND CONSERVANCY PO BOX 17306 RICHMOND,VA 23226		509(A)(1)	OPERATIONS	250
CARING VOICE COALITION 8249 MEADOWBRIDGE RD MECHANICSVILLE,VA 23116		509(A)(1)	OPERATIONS	1,000
CENTER STAGE FOUNDATION 600 E GRACE ST STE 400 RICHMOND,VA 23219		509(A)(1)	OPERATIONS	10,000
CHILDREN'S HOME SOCIETY OF VIRGINIA 4200 FITZHUGH AVE RICHMOND,VA 23230		509(A)(1)	OPERATIONS	500
COLLEGE OF WILLIAM AND MARY OFFICE OF UNIVERSITY DEVELOPMENT PO BOX 8795 WILLIAMSBURG,VA 231878795		SCHOOL	OPERATIONS	1,500
COMMONWEALTH PUBLIC BROADCASTING 23 SESAME ST RICHMOND,VA 23235		509(A)(1)	OPERATIONS	2,000
COMMUNITIES IN SCHOOLS 2922 W MARSHALL ST STE 2 RICHMOND,VA 23230		509(A)(1)	OPERATIONS	2,000
COMMUNITY IDEA STATIONS 23 SESAME ST RICHMOND,VA 23235		509(A)(1)	OPERATIONS	500
COUNCIL FOR AMERICA'S FIRST FREEDOM 1321 E MAIN ST RICHMOND,VA 232193629		509(A)(1)	OPERATIONS	2,000
CULTUREWORKS INC 1906-A NORTH HAMILTON ST RICHMOND,VA 23230		509(A)(1)	OPERATIONS	1,000

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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 <i>Paid during the year</i>				
CULTUREWORKS INC 1906-A NORTH HAMILTON ST RICHMOND,VA 23230		509(A)(1)	OPERATIONS	2,000
DARDEN ANNUAL FUND PO BOX 400894 CHARLOTTESVILLE,VA 229073015		509(A)(1)	OPERATIONS	2,500
DAVIDSON COLLEGE THE PARENT FUND BOX 7172 DAVIDSON,NC 280357172		SCHOOL	OPERATIONS	7,500
DRIVE TO WORK PO BOX 14526 RICHMOND,VA 23221		509(A)(1)	OPERATIONS	500
FAMILY LIFELINE 2325 WBROAD ST RICHMOND,VA 23220		509(A)(1)	OPERATIONS	500
FEEDMORE INC 1415 RHOADMILLER ST RICHMOND,VA 23220		509(A)(1)	OPERATIONS	250
FIRST THINGS FIRST OF GREATER RICHMOND 5200 GRVOE AVE RICHMOND,VA 23226		509(A)(1)	OPERATIONS	2,500
FOCUS RICHMOND 410 NORTH RIDGE RD STE 220 RICHMOND,VA 23229		509(A)(1)	OPERATIONS	250
FRIENDS ASSOCIATION FOR CHILDREN 1004 ST JOHN ST RICHMOND,VA 23220		509(A)(1)	OPERATIONS	2,500
FRIENDS FOR AN EARLIER BREAST CANCER TEST PO BOX 10363 GREENSBORO,NC 274040363		509(A)(1)	OPERATIONS	1,000
FRIENDS OF HOLLYWOOD CEMETERY 412 S CHERRY ST RICHMOND,VA 23220		509(A)(1)	OPERATIONS	250
GOODWILL OF RICHMOND 6301 MIDLOTHIAN TURNPIKE RICHMOND,VA 23225		509(A)(1)	OPERATIONS	1,500
GREATER RICHMOND CHAMBER BUSINESS FOUNDATION 600 E MAIN ST STE 700 RICHMOND,VA 23219		509(A)(1)	OPERATIONS	1,000
HIGHER ACHIEVEMENT - RICHMOND 1419 W MAIN ST RICHMOND,VA 23220		509(A)(1)	OPERATIONS	1,000
HISTORIC PETERSBURG FOUNDATION PO BOX 691 PETERSBURG,VA 238040691		509(A)(1)	OPERATIONS	1,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
HISTORIC RICHMOND FOUNDATION 4 E MAIN ST STE 1-C RICHMOND,VA 23219		509(A)(1)	OPERATIONS	2,500
HISTORIC RICHMOND FOUNDATION 4 E MAIN ST STE 1-C RICHMOND,VA 23219		509(A)(1)	OPERATIONS	1,000
HOMEWARD 1125 COMMERCE RD RICHMOND,VA 23224		509(A)(1)	OPERATIONS	2,000
HOSPITAL HOSPITALITY HOUSE INC 612 E MARSHALL ST RICHMOND,VA 23219		509(A)(1)	OPERATIONS	500
J SARGEANT REYNOLDS CC EDUCATIONAL FOUNDATION PO BOX 85622 RICHMOND,VA 23285		509(A)(1)	OPERATIONS	1,000
JAMES RIVER ASSOCIATION 9 S 12TH ST 4TH FLOOR RICHMOND,VA 23219		509(A)(1)	OPERATIONS	1,000
JAMES RIVER WRITERS 320 HULL STREET RD STE 136 RICHMOND,VA 23224		509(A)(1)	OPERATIONS	500
JUNIOR ACHIEVEMENT OF CENTRAL VIRGINIA 7217 W BROAD ST RICHMOND,VA 232943635		509(A)(1)	OPERATIONS	2,000
JUNIOR ACHIEVEMENT OF CENTRAL VIRGINIA 7217 W BROAD ST RICHMOND,VA 232943635		509(A)(1)	OPERATIONS	3,000
JUNIOR LEAGUE OF RICHMOND 205 W FRANKLIN ST RICHMOND,VA 23220		509(A)(1)	OPERATIONS	500
LAFAYETTE PROTESTANT CEMETERY 1414 E BAYOU PARKWAY LAFAYETTE,LA 70508		509(A)(1)	OPERATIONS	100
LEADERSHIP METRO RICHMOND 9211 FOREST HILL AVE STE 200A RICHMOND,VA 23235		509(A)(1)	OPERATIONS	2,000
LEWIS GINTER BOTANICAL GARDEN 1800 LAKESIDE AVE RICHMOND,VA 23228		509(A)(1)	OPERATIONS	1,000
LIBRARY OF VIRGINIA FOUNDATION 800 E BROAD ST RICHMOND,VA 23219		509(A)(1)	OPERATIONS	1,000
MASSEY CANCER CENTER PO BOX 980214 RICHMOND,VA 232980214		509(A)(1)	OPERATIONS	1,000

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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 <i>Paid during the year</i>				
MAYMONT FOUNDATION 1700 HAMPTON ST RICHMOND,VA 23220		509(A)(1)	OPERATIONS	1,000
MAYMONT FOUNDATION 1700 HAMPTON ST RICHMOND,VA 23220		509(A)(1)	OPERATIONS	1,000
MCV FOUNDATION PO BOX 980234 RICHMOND,VA 232980234		509(A)(1)	OPERATIONS	2,500
MCV FOUNDATION PO BOX 980234 RICHMOND,VA 232980234		509(A)(1)	OPERATIONS	1,000
MONROE PARK CONSERVANCY PO BOX 25926 RICHMOND,VA 23260		509(A)(1)	OPERATIONS	2,500
OLDER DOMINION PARTNERSHIP 8400 MEADOWBRIDGE RD MECHANICSVILLE,VA 23116		509(A)(1)	OPERATIONS	1,500
PARTNERSHIP FOR SMARTER GROWTH 2319 E BROAD ST RICHMOND,VA 23223		509(A)(1)	OPERATIONS	1,900
PETER PAUL DEVELOPMENT CENTER 1708 N 22ND ST RICHMOND,VA 232234432		509(A)(1)	OPERATIONS	500
PETER PAUL DEVELOPMENT CENTER 1708 N 22ND ST RICHMOND,VA 232234432		509(A)(1)	OPERATIONS	1,000
PHYSICIANS FOR PEACE 500 E MAIN ST STE 900 NORFOLK,VA 23510		509(A)(1)	OPERATIONS	250
PIEDMONT ENVIRONMENTAL COUNCIL PO BOX 460 WARRENTON,VA 201880460		509(A)(1)	OPERATIONS	1,500
POWELL ECONOMIC EDUCATION FOUNDATION 103 N MOORELAND RD RICHMOND,VA 23229		509(A)(1)	OPERATIONS	1,500
RAIL SOLUTION WALTER CLARK TREASURER PO BOX 2 MAUERTOWN,VA 22644		509(A)(1)	OPERATIONS	1,250
RICHMOND BALLET 407 E CANAL ST RICHMOND,VA 23219		509(A)(1)	OPERATIONS	1,000
RICHMOND BOYS CHOIR 200 S THIRD ST RICHMOND,VA 23219		509(A)(1)	OPERATIONS	1,000

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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 <i>Paid during the year</i>				
RICHMOND CASA 103 E GRACE ST RICHMOND,VA 23219		509(A)(1)	OPERATIONS	500
RICHMOND CENTER STAGE FOUNDATION 600 E GRACE ST STE 400 RICHMOND,VA 23219		509(A)(1)	OPERATIONS	1,000
RICHMOND CENTERSTAGE FOUNDATION 600 E GRACE ST STE 400 RICHMOND,VA 23219		509(A)(1)	OPERATIONS	250
RICHMOND HILL 2209 E GRACE ST RICHMOND,VA 23223		509(A)(1)	OPERATIONS	1,000
RICHMOND HISTORY CENTER 1015 E CLAY ST RICHMOND,VA 23219		509(A)(1)	OPERATIONS	500
RICHMOND POLICE FOUNDATION C/O RICHMOND RAIDERS 200 W GRACE ST 5TH FLOOR RICHMOND,VA 23220		509(A)(1)	OPERATIONS	1,500
RICHMOND'S FUTURE PO BOX 842533 RICHMOND,VA 23284		509(A)(1)	OPERATIONS	5,000
SALVATION ARMY PO BOX 12400 RICHMOND,VA 23241		509(A)(1)	OPERATIONS	1,000
SCIENCE MUSEUM OF VIRGINIA FOUNDATION PO BOX 11624 RICHMOND,VA 232300624		509(A)(1)	OPERATIONS	1,500
SENIOR CONNECTIONS 24 E CARY ST RICHMOND,VA 232193733		509(A)(1)	OPERATIONS	1,000
SPORTS BACKERS 100 AVENUE OF CHAMPIONS 300 RICHMOND,VA 232304329		509(A)(1)	OPERATIONS	1,000
SPORTS BACKERS 100 AVENUE OF CHAMPIONS 300 RICHMOND,VA 232304329		509(A)(1)	OPERATIONS	5,000
ST ANDREWS SCHOOL 227 S CHERRY ST RICHMOND,VA 232206101		SCHOOL	OPERATIONS	250
ST ANDREWS SCHOOL 227 S CHERRY ST RICHMOND,VA 232206101		SCHOOL	OPERATIONS	1,000
ST CATHERINE'S SCHOOL 6001 GROVE AVE RICHMOND,VA 23226		SCHOOL	OPERATIONS	1,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ST CHRISTOPHER'S SCHOOL 711 ST CHRISTOPHERS RD RICHMOND,VA 23226		SCHOOL	OPERATIONS	12,500
ST JAMES'S CHILDREN'S CENTER 1205 W FRANKLIN ST RICHMOND,VA 232203711		509(A)(1)	OPERATIONS	500
ST JAMES'S CHILDREN'S CENTER 1205 W FRANKLIN ST RICHMOND,VA 232203711		509(A)(1)	OPERATIONS	2,000
ST JAMES'S CHURCH 1205 W FRANKLIN ST RICHMOND,VA 232203711		CHURCH	OPERATIONS	5,000
ST JAMES'S CHURCH 1205 W FRANKLIN ST RICHMOND,VA 232203711		CHURCH	OPERATIONS	3,083
ST JAMES'S CHURCH 1205 W FRANKLIN ST RICHMOND,VA 232203711		CHURCH	OPERATIONS	10,000
ST JOHN'S CHURCH FOUNDATION 2319 E BROAD ST RICHMOND,VA 23223		509(A)(1)	OPERATIONS	125
THE FAISON SCHOOL 1701 BYRD AVE RICHMOND,VA 23230		509(A)(1)	OPERATIONS	250
THE HEALING PLACE 700 DINWIDDIE AVE RICHMOND,VA 23224		509(A)(1)	OPERATIONS	1,000
THE PODIUM FOUNDATION STE 153 RICHMOND,VA 23224		509(A)(1)	OPERATIONS	1,000
THE SHEPHERD'S CENTER OF CHESTERFIELD AT LUCY CORR VILLAGE PO DRAWER 170 CHESTERFIELD,VA 23832		509(A)(1)	OPERATIONS	2,500
TRICYCLE GARDENS 2107 JEFFERSON AVE RICHMOND,VA 23223		509(A)(1)	OPERATIONS	2,000
TULANE UNIVERSITY PO BOX 61075 NEWORLEANS,LA 701619986		509(A)(1)	OPERATIONS	1,500
UNITED WAY OF GREATER RICHMOND PO BOX 91706 RICHMOND,VA 23230		509(A)(1)	OPERATIONS	10,000
VALENTINE RICHMOND HISTORY CENTER 1015 E CLAY ST RICHMOND,VA 23219		509(A)(1)	OPERATIONS	5,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
VCU FOUNDATION GIFTS RECORDS PO BOX 842026 RICHMOND,VA 232860441		509(A)(1)	OPERATIONS	20,000
VCU MASSEY CANCER CENTER DEVELOPMENT OFFICE PO BOX 980214 RICHMOND,VA 232980214		509(A)(1)	OPERATIONS	500
VCU SCHOOL OF ALLIED HEALTH 1200 E BROAD ST RICHMOND,VA 23298		509(A)(1)	OPERATIONS	5,000
VENTURE RICHMOND 200 S THIRD ST RICHMOND,VA 23219		509(A)(1)	OPERATIONS	2,500
VIRGINIA 21 1108 E MAIN ST STE 800 RICHMOND,VA 23219		509(A)(1)	OPERATIONS	5,000
VIRGINIA BUSINESS HIGHER EDUCATION 1108 E MAIN ST STE 800 RICHMOND,VA 23219		509(A)(1)	OPERATIONS	2,500
VIRGINIA CAPITAL TRAIL FOUNDATION 200 S THIRD ST RICHMOND,VA 23219		509(A)(1)	OPERATIONS	5,000
VIRGINIA INTERFAITH CENTER FOR PUBLIC POLICY 1716 E FRANKLIN ST RICHMOND,VA 23223		509(A)(1)	OPERATIONS	500
VIRGINIA MUSEUM OF FINE ARTS FOUNDATION 200 N BOULEVARD RICHMOND,VA 23220		509(A)(1)	OPERATIONS	1,000
VIRGINIA OPERA ASSOCIATION 1503 SANTA ROSA BLVD STE 234 RICHMOND,VA 23229		509(A)(1)	OPERATIONS	500
VIRGINIA PUBLIC ACCESS PROJECT PO BOX 1472 RICHMOND,VA 232181472		509(A)(1)	OPERATIONS	500
VIRGINIA REP 114 WBROAD ST RICHMOND,VA 232204215		509(A)(1)	OPERATIONS	10,000
VIRGINIA SPORTS HALL OF FAME & MUSEUM PO BOX 370 PORTSMOUTH,VA 23705		509(A)(1)	OPERATIONS	250
VIRGINIA UNION UNIVERSITY 1500 N LOMBARDY ST RICHMOND,VA 23220		SCHOOL	OPERATIONS	1,000
VIRGINIA VOICE PO BOX 15546 RICHMOND,VA 23227		509(A)(1)	OPERATIONS	1,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
VISUAL ARTS CENTER 1812 W MAIN ST RICHMOND,VA 23220		509(A)(1)	OPERATIONS	1,000
VMFA 200 N BOULEVARD RICHMOND,VA 23220		509(A)(1)	OPERATIONS	2,500
VSH FOR ACTS 2325 W BROAD ST RICHMOND,VA 23220		509(A)(1)	OPERATIONS	2,500
WESTMINSTER CANTERBURY FOUNDATION 1600 WESTBROOK AVE RICHMOND,VA 23227		509(A)(1)	OPERATIONS	2,500
WINE TO WATER PO BOX 2567 BOONE,NC 28607		509(A)(1)	OPERATIONS	250
WORLD PEDIATRIC PROJECT 7201 GLEN FOREST DR STE 304 RICHMOND,VA 23226		509(A)(1)	OPERATIONS	250
YMCA OF GREATER RICHMOND 2 W FRANKLIN ST RICHMOND,VA 23220		509(A)(1)	OPERATIONS	250
Total			3a	252,558

TY 2012 Accounting Fees Schedule

Name: TESCO FOUNDATION

EIN: 27-2314595

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,250	2,625		2,625

**TY 2012 Investments Corporate
Bonds Schedule**

Name: TESCO FOUNDATION
EIN: 27-2314595

Name of Bond	End of Year Book Value	End of Year Fair Market Value
JP MORGAN 0005 FIXED INCOME	1,456,100	1,478,492

**TY 2012 Investments Corporate
Stock Schedule**

Name: TESCO FOUNDATION

EIN: 27-2314595

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JP MORGAN 0005 EQUITY	1,836,100	1,920,029

TY 2012 Investments - Other Schedule

Name: TESCO FOUNDATION

EIN: 27-2314595

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
JP MORGAN 0005 OTHER ASSETS	AT COST	1,091,844	1,098,172

TY 2012 Other Expenses Schedule**Name:** TESCO FOUNDATION**EIN:** 27-2314595

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	30	0		30
POWERSHARES DB COMMODITY INCEX	803	803		0

TY 2012 Other Income Schedule

Name: TESCO FOUNDATION

EIN: 27-2314595

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FEDERAL TAX REFUND	25,650		25,650

TY 2012 Other Professional Fees Schedule**Name:** TESCO FOUNDATION**EIN:** 27-2314595

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	25,482	25,482		0

TY 2012 Taxes Schedule

Name: TESCO FOUNDATION

EIN: 27-2314595

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES & LICENSES	523,775	13		12