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Form **990-PF****Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

OMB No 1545-0052

**2012**Department of the Treasury  
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

|                                                                                                                                                                                                                                                                                                       |                                                                                                                                           |                                                                                                                                                                            |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>NORFOLK SOUTHERN FOUNDATION</b>                                                                                                                                                                                                                                              |                                                                                                                                           | A Employer identification number<br><b>52-1328375</b>                                                                                                                      |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>THREE COMMERCIAL PLACE</b>                                                                                                                                                                                     | Room/suite                                                                                                                                | B Telephone number (see instructions)<br><b>757-629-2881</b>                                                                                                               |
| City or town, state, and ZIP code<br><b>NORFOLK VA 23510-2191</b>                                                                                                                                                                                                                                     |                                                                                                                                           | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                 |
| G Check all that apply<br><input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Final return <input type="checkbox"/> Amended return<br><input type="checkbox"/> Address change <input type="checkbox"/> Name change |                                                                                                                                           | D 1 Foreign organizations, check here <input type="checkbox"/><br>2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                      |                                                                                                                                           | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                              |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 3,852,530</b>                                                                                                                                                                                                 | J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                           |

| 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)                   | 6,996,000                          |                           |                         |                                                             |
|                                                                                                                                                                    | 2 Check <input 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                                           |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 5a Gross rents                                                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | b Net rental income or (loss)                                                      |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 6a Net gain or (loss) from sale of assets not on line 10                           |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | b Gross sales price for all assets on line 6a                                      |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 7 Capital gain net income (from Part IV, line 2)                                   |                                    | 0                         |                         |                                                             |
|                                                                                                                                                                    | 8 Net short-term capital gain                                                      |                                    |                           | 0                       |                                                             |
|                                                                                                                                                                    | 9 Income modifications                                                             |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 10a Gross sales less returns and allowances                                        |                                    |                           |                         |                                                             |
| b Less Cost of goods sold                                                                                                                                          |                                                                                    |                                    |                           |                         |                                                             |
| c Gross profit or (loss) (attach schedule)                                                                                                                         |                                                                                    |                                    |                           |                         |                                                             |
| 11 Other income (attach schedule)                                                                                                                                  |                                                                                    |                                    |                           |                         |                                                             |
| 12 Total. Add lines 1 through 11                                                                                                                                   |                                                                                    | 6,996,000                          | 0                         | 0                       |                                                             |
| Operating and Administrative Expenses                                                                                                                              | 13 Compensation of officers, directors, trustees, etc                              |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 14 Other employee salaries and wages                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 15 Pension plans, employee benefits                                                |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 16a Legal fees (attach schedule)                                                   |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | b Accounting fees (attach schedule) Stmt 1                                         | 9,000                              |                           |                         |                                                             |
|                                                                                                                                                                    | c Other professional fees (attach schedule)                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 17 Interest                                                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 18 Taxes (attach schedule) (see instructions)                                      |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 19 Depreciation (attach schedule) and depletion                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 20 Occupancy                                                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 21 Travel, conferences, and meetings                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 22 Printing and publications                                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 23 Other expenses (att sch) Stmt 2                                                 | 37,027                             |                           |                         |                                                             |
|                                                                                                                                                                    | 24 Total operating and administrative expenses. Add lines 13 through 23            | 46,027                             | 0                         | 0                       | 0                                                           |
|                                                                                                                                                                    | 25 Contributions, gifts, grants paid                                               | 7,391,212                          |                           |                         | 6,984,677                                                   |
| 26 Total expenses and disbursements. Add lines 24 and 25                                                                                                           | 7,437,239                                                                          | 0                                  | 0                         | 6,984,677               |                                                             |
| 27 Subtract line 26 from line 12                                                                                                                                   |                                                                                    |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                                | -441,239                                                                           |                                    |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                                   |                                                                                    | 0                                  |                           |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                                     |                                                                                    |                                    | 0                         |                         |                                                             |

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

| <b>Part II Balance Sheets</b>      |     | 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 |
| <b>Assets</b>                      | 1   | Cash – non-interest-bearing                                                                                                                     | 3,873,488         | 3,847,780      | 3,847,780             |
|                                    | 2   | Savings and temporary cash investments                                                                                                          |                   |                |                       |
|                                    | 3   | Accounts receivable ▶<br>Less allowance for doubtful accounts ▶                                                                                 |                   |                |                       |
|                                    | 4   | Pledges receivable ▶<br>Less allowance for doubtful accounts ▶                                                                                  |                   |                |                       |
|                                    | 5   | Grants receivable                                                                                                                               |                   |                |                       |
|                                    | 6   | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)                         |                   |                |                       |
|                                    | 7   | Other notes and loans receivable (att. schedule) ▶<br>Less allowance for doubtful accounts ▶                                                    |                   |                |                       |
|                                    | 8   | Inventories for sale or use                                                                                                                     |                   |                |                       |
|                                    | 9   | Prepaid expenses and deferred charges                                                                                                           | 4,750             | 4,750          | 4,750                 |
|                                    | 10a | Investments – U S and state government obligations (attach schedule)                                                                            |                   |                |                       |
|                                    | b   | Investments – corporate stock (attach schedule) <b>See Stmt 3</b>                                                                               |                   |                |                       |
|                                    | c   | Investments – corporate bonds (attach schedule)                                                                                                 |                   |                |                       |
|                                    | 11  | Investments – land, buildings, and equipment basis ▶<br>Less accumulated depreciation (attach sch.) ▶                                           |                   |                |                       |
|                                    | 12  | Investments – mortgage loans                                                                                                                    |                   |                |                       |
|                                    | 13  | Investments – other (attach schedule)                                                                                                           |                   |                |                       |
|                                    | 14  | Land, buildings, and equipment basis ▶<br>Less accumulated depreciation (attach sch.) ▶                                                         |                   |                |                       |
| <b>Liabilities</b>                 | 15  | Other assets (describe ▶ <b>See Statement 4</b> )                                                                                               |                   |                |                       |
|                                    | 16  | <b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item I)                                            | 3,878,238         | 3,852,530      | 3,852,530             |
|                                    | 17  | Accounts payable and accrued expenses                                                                                                           | 9,000             | 18,000         |                       |
|                                    | 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  | <b>Total liabilities</b> (add lines 17 through 22)                                                                                              | 9,000             | 18,000         |                       |
| <b>Net Assets or Fund Balances</b> |     | <b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> ▶ <input checked="" type="checkbox"/> |                   |                |                       |
|                                    | 24  | Unrestricted                                                                                                                                    | 1,175,917         | 734,674        |                       |
|                                    | 25  | Temporarily restricted                                                                                                                          | 2,693,321         | 3,099,856      |                       |
|                                    | 26  | Permanently restricted                                                                                                                          |                   |                |                       |
|                                    |     | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input type="checkbox"/>                         |                   |                |                       |
|                                    | 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  | <b>Total net assets or fund balances</b> (see instructions)                                                                                     | 3,869,238         | 3,834,530      |                       |
|                                    | 31  | <b>Total liabilities and net assets/fund balances</b> (see instructions)                                                                        | 3,878,238         | 3,852,530      |                       |

| <b>Part III Analysis of Changes in Net Assets or Fund Balances</b> |                                                                                                                                                            |             |
|--------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|
| 1                                                                  | Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 3,869,238 |
| 2                                                                  | Enter amount from Part I, line 27a                                                                                                                         | 2 -441,239  |
| 3                                                                  | Other increases not included in line 2 (itemize) ▶ <b>See Statement 5</b>                                                                                  | 3 406,535   |
| 4                                                                  | Add lines 1, 2, and 3                                                                                                                                      | 4 3,834,534 |
| 5                                                                  | Decreases not included in line 2 (itemize) ▶ <b>See Statement 6</b>                                                                                        | 5 4         |
| 6                                                                  | <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) – Part II, column (b), line 30                                               | 6 3,834,530 |

**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<br>P – Purchase<br>D – Donation | (c) Date acquired<br>(mo., day, yr.)                                                            | (d) Date sold<br>(mo., day, yr.) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|--------------------------------------------------|-------------------------------------------------------------------------------------------------|----------------------------------|
| <b>1a</b> N/A                                                                                                                                                                                                                                                       |                                            |                                                  |                                                                                                 |                                  |
| <b>b</b>                                                                                                                                                                                                                                                            |                                            |                                                  |                                                                                                 |                                  |
| <b>c</b>                                                                                                                                                                                                                                                            |                                            |                                                  |                                                                                                 |                                  |
| <b>d</b>                                                                                                                                                                                                                                                            |                                            |                                                  |                                                                                                 |                                  |
| <b>e</b>                                                                                                                                                                                                                                                            |                                            |                                                  |                                                                                                 |                                  |
| (e) Gross sales price                                                                                                                                                                                                                                               | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale  | (h) Gain or (loss)<br>(e) plus (f) minus (g)                                                    |                                  |
| <b>a</b>                                                                                                                                                                                                                                                            |                                            |                                                  |                                                                                                 |                                  |
| <b>b</b>                                                                                                                                                                                                                                                            |                                            |                                                  |                                                                                                 |                                  |
| <b>c</b>                                                                                                                                                                                                                                                            |                                            |                                                  |                                                                                                 |                                  |
| <b>d</b>                                                                                                                                                                                                                                                            |                                            |                                                  |                                                                                                 |                                  |
| <b>e</b>                                                                                                                                                                                                                                                            |                                            |                                                  |                                                                                                 |                                  |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69                                                                                                                                                                         |                                            |                                                  |                                                                                                 |                                  |
| (i) FMV as of 12/31/69                                                                                                                                                                                                                                              | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any  | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |                                  |
| <b>a</b>                                                                                                                                                                                                                                                            |                                            |                                                  |                                                                                                 |                                  |
| <b>b</b>                                                                                                                                                                                                                                                            |                                            |                                                  |                                                                                                 |                                  |
| <b>c</b>                                                                                                                                                                                                                                                            |                                            |                                                  |                                                                                                 |                                  |
| <b>d</b>                                                                                                                                                                                                                                                            |                                            |                                                  |                                                                                                 |                                  |
| <b>e</b>                                                                                                                                                                                                                                                            |                                            |                                                  |                                                                                                 |                                  |
| <b>2</b> Capital gain net income or (net capital loss) <span style="border: 1px solid black; padding: 2px;">If gain, also enter in Part I, line 7<br/>If (loss), enter -0- in Part I, line 7</span>                                                                 |                                            |                                                  | <b>2</b>                                                                                        |                                  |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 <span style="border: 1px solid black; padding: 2px;"> </span> |                                            |                                                  | <b>3</b>                                                                                        |                                  |

**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)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                                                       | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2011                                                                                                                                                                                                                       | 6,221,896                                | 3,719,102                                    | 1.672957                                                    |
| 2010                                                                                                                                                                                                                       | 5,605,920                                | 3,596,778                                    | 1.558595                                                    |
| 2009                                                                                                                                                                                                                       | 5,678,064                                | 2,922,275                                    | 1.943029                                                    |
| 2008                                                                                                                                                                                                                       | 5,074,788                                | 2,852,413                                    | 1.779121                                                    |
| 2007                                                                                                                                                                                                                       | 4,865,968                                | 3,270,159                                    | 1.487991                                                    |
| <b>2</b> Total of line 1, column (d)                                                                                                                                                                                       |                                          |                                              | <b>2</b> 8.441693                                           |
| <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> 1.688339                                           |
| <b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5                                                                                                                                      |                                          |                                              | <b>4</b> 4,054,227                                          |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                                                         |                                          |                                              | <b>5</b> 6,844,910                                          |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                                                        |                                          |                                              | <b>6</b>                                                    |
| <b>7</b> Add lines 5 and 6                                                                                                                                                                                                 |                                          |                                              | <b>7</b> 6,844,910                                          |
| <b>8</b> Enter qualifying distributions from Part XII, line 4<br>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 |                                          |                                              | <b>8</b> 6,984,677                                          |

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

|                                                                                                                                                                                                                                       |           |              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--------------|
| <b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1<br>Date of ruling or determination letter (attach copy of letter if necessary—see instructions) |           |              |
| <b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b                                                                   | <b>1</b>  |              |
| <b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)                                                                                                       |           |              |
| <b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                    | <b>2</b>  | <b>0</b>     |
| <b>3</b> Add lines 1 and 2                                                                                                                                                                                                            | <b>3</b>  |              |
| <b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                  | <b>4</b>  | <b>0</b>     |
| <b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                      | <b>5</b>  | <b>0</b>     |
| <b>6</b> Credits/Payments                                                                                                                                                                                                             |           |              |
| <b>a</b> 2012 estimated tax payments and 2011 overpayment credited to 2012                                                                                                                                                            | <b>6a</b> | <b>4,750</b> |
| <b>b</b> Exempt foreign organizations – tax withheld at source                                                                                                                                                                        | <b>6b</b> |              |
| <b>c</b> Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                          | <b>6c</b> |              |
| <b>d</b> Backup withholding erroneously withheld                                                                                                                                                                                      | <b>6d</b> |              |
| <b>7</b> Total credits and payments. Add lines 6a through 6d                                                                                                                                                                          | <b>7</b>  | <b>4,750</b> |
| <b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                                                                                                            | <b>8</b>  |              |
| <b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                                | <b>9</b>  |              |
| <b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                                   | <b>10</b> | <b>4,750</b> |
| <b>11</b> Enter the amount of line 10 to be Credited to 2013 estimated tax <b>4,750</b> Refunded                                                                                                                                      | <b>11</b> |              |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                                    | Yes      | No       |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>1a</b> 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?                                                                                                                                                                                     |          | <b>X</b> |
| <b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?<br>If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities |          | <b>X</b> |
| <b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?                                                                                                                                                                                                                                                                                               |          | <b>X</b> |
| <b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br>(1) On the foundation <b>\$</b> _____ (2) On foundation managers <b>\$</b> _____                                                                                                                                                                     |          |          |
| <b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <b>\$</b> _____                                                                                                                                                                                                     |          |          |
| <b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities                                                                                                                                                                                              |          | <b>X</b> |
| <b>3</b> 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                                                                                                                                |          | <b>X</b> |
| <b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                              |          | <b>X</b> |
| <b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?                                                                                                                                                                                                                                                                                   |          |          |
| <b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T                                                                                                                                                                                        |          | <b>X</b> |
| <b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• 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?                         |          | <b>X</b> |
| <b>7</b> 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                                                                                                                                                                                                                          | <b>X</b> |          |
| <b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>▶</b><br><b>VA</b>                                                                                                                                                                                                                                 |          |          |
| <b>b</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                                                                                                                                               | <b>X</b> |          |
| <b>9</b> 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                                                                                                      |          | <b>X</b> |
| <b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                                       | <b>X</b> |          |

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                                                                 |          | <b>X</b>    |
| 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                                                                 |          | <b>X</b>    |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ► <b>N/A</b>                                                                                                                                                                              | 13                                                                 | <b>X</b> |             |
| 14 | The books are in care of ► <b>C. Drew Barrineau</b><br><b>110 Franklin Road, SE</b><br>Located at ► <b>Roanoke</b>                                                                                                                                                                                                               | Telephone no ► <b>540-524-5729</b><br>VA ZIP+4 ► <b>24042-0028</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                                                                 |          |             |
| 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?<br>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 <b>X</b> |

**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 type="checkbox"/> Yes | <input checked="" 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)?<br>Organizations relying on a current notice regarding disaster assistance check here                                                                                                                                                                                     | N/A                          |                                        |
| 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?                                                                                                                                                                                                                                                                                                        | N/A                          |                                        |
| 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?<br>If "Yes," list the years ► 20 , 20 , 20 , 20                                                                                                                                                                                                                                                                                              | <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 all years listed, answer "No" and attach statement – see instructions)                                                                                                                                                                                | N/A                          |                                        |
| c   | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here<br>► 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?                                                                                                                                                                                                                                                                                                                                                                     | <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?                                                                                                                                                                                                                                                                                                                                                                                | 4a                           | <b>X</b>                               |
| 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                           | <b>X</b>                               |

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

|           |                                                                                                                                                                                                                         |                              |                                        |           |
|-----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|----------------------------------------|-----------|
| <b>5a</b> | 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))?                                                                                                                                   | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |           |
| (2)       | Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?                                                                         | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |           |
| (3)       | Provide a grant to an individual for travel, study, or other similar purposes?                                                                                                                                          | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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)                                                   | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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?                                                       | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |           |
| <b>b</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                          |                                        | <b>5b</b> |
|           | Organizations relying on a current notice regarding disaster assistance check here                                                                                                                                      | <input type="checkbox"/>     |                                        |           |
| <b>c</b>  | 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                          |                                        |           |
|           | If "Yes," attach the statement required by Regulations section 53.4945–5(d)                                                                                                                                             | <input type="checkbox"/> Yes | <input type="checkbox"/> No            |           |
| <b>6a</b> | Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?                                                                                         | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |           |
| <b>b</b>  | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?                                                                                                              |                              |                                        | <b>6b</b> |
|           | If "Yes" to 6b, file Form 8870                                                                                                                                                                                          |                              |                                        | <b>X</b>  |
| <b>7a</b> | At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?                                                                                                                    | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |           |
| <b>b</b>  | If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?                                                                                                               | N/A                          |                                        | <b>7b</b> |

**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 |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| See Attachment       | 0.00                                                      | 0                                         | 0                                                                     | 0                                     |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

**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 ▶**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 |
|--------------|----------|
| <b>1</b> N/A |          |
| <b>2</b>     |          |
| <b>3</b>     |          |
| <b>4</b>     |          |

**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 |
|----------------------------------------------------------|--------|
| <b>1</b> N/A                                             |        |
| <b>2</b>                                                 |        |
| All other program-related investments. See instructions. |        |
| <b>3</b>                                                 |        |

**Total.** Add lines 1 through 3 ▶



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

|          |                                                                                                             |           |           |
|----------|-------------------------------------------------------------------------------------------------------------|-----------|-----------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes  |           |           |
| <b>a</b> | Average monthly fair market value of securities                                                             | <b>1a</b> | 0         |
| <b>b</b> | Average of monthly cash balances                                                                            | <b>1b</b> | 4,115,967 |
| <b>c</b> | Fair market value of all other assets (see instructions)                                                    | <b>1c</b> | 0         |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                       | <b>1d</b> | 4,115,967 |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> | 0         |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                        | <b>2</b>  | 0         |
| <b>3</b> | Subtract line 2 from line 1d                                                                                | <b>3</b>  | 4,115,967 |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)      | <b>4</b>  | 61,740    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 4,054,227 |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | <b>6</b>  | 202,711   |

**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.)

|           |                                                                                                           |           |         |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                             | <b>1</b>  | 202,711 |
| <b>2a</b> | Tax on investment income for 2012 from Part VI, line 5                                                    | <b>2a</b> |         |
| <b>b</b>  | Income tax for 2012 (This does not include the tax from Part VI.)                                         | <b>2b</b> |         |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> |         |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 202,711 |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  |         |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | 202,711 |
| <b>6</b>  | Deduction from distributable amount (see instructions)                                                    | <b>6</b>  |         |
| <b>7</b>  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 202,711 |

**Part XII Qualifying Distributions** (see instructions)

|          |                                                                                                                                                      |           |           |
|----------|------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes                                                            |           |           |
| <b>a</b> | Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26                                                                        | <b>1a</b> | 6,984,677 |
| <b>b</b> | Program-related investments – total from Part IX-B                                                                                                   | <b>1b</b> |           |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                            | <b>2</b>  |           |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the                                                                                  |           |           |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                       | <b>3a</b> |           |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                | <b>3b</b> |           |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                    | <b>4</b>  | 6,984,677 |
| <b>5</b> | 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) | <b>5</b>  | 0         |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                | <b>6</b>  | 6,984,677 |

**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)<br>Corpus     | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------------------|-------------|----------------|
| <b>1</b> Distributable amount for 2012 from Part XI,<br>line 7                                                                                                                             |                   |                            |             | <b>202,711</b> |
| <b>2</b> Undistributed income, if any, as of the end of 2012                                                                                                                               |                   |                            |             |                |
| <b>a</b> Enter amount for 2011 only                                                                                                                                                        |                   |                            |             |                |
| <b>b</b> Total for prior years 20____, 20____, 20____                                                                                                                                      |                   |                            |             |                |
| <b>3</b> Excess distributions carryover, if any, to 2012                                                                                                                                   |                   |                            |             |                |
| <b>a</b> From 2007                                                                                                                                                                         | <b>4,833,562</b>  |                            |             |                |
| <b>b</b> From 2008                                                                                                                                                                         | <b>5,042,027</b>  |                            |             |                |
| <b>c</b> From 2009                                                                                                                                                                         | <b>5,655,834</b>  |                            |             |                |
| <b>d</b> From 2010                                                                                                                                                                         | <b>5,546,686</b>  |                            |             |                |
| <b>e</b> From 2011                                                                                                                                                                         | <b>6,065,911</b>  |                            |             |                |
| <b>f</b> <b>Total</b> of lines 3a through e                                                                                                                                                | <b>27,144,020</b> |                            |             |                |
| <b>4</b> Qualifying distributions for 2012 from Part XII,<br>line 4 ▶ \$ <b>6,984,677</b>                                                                                                  |                   |                            |             |                |
| <b>a</b> Applied to 2011, but not more than line 2a                                                                                                                                        |                   |                            |             |                |
| <b>b</b> Applied to undistributed income of prior years<br>(Election required – see instructions)                                                                                          |                   |                            |             |                |
| <b>c</b> Treated as distributions out of corpus (Election<br>required – see instructions)                                                                                                  |                   |                            |             |                |
| <b>d</b> Applied to 2012 distributable amount                                                                                                                                              |                   |                            |             | <b>202,711</b> |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                                        | <b>6,781,966</b>  |                            |             |                |
| <b>5</b> Excess distributions carryover applied to 2012<br>(If an amount appears in column (d), the same<br>amount must be shown in column (a) )                                           |                   |                            |             |                |
| <b>6</b> <b>Enter the net total of each column as<br/>indicated below:</b>                                                                                                                 |                   |                            |             |                |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                                   | <b>33,925,986</b> |                            |             |                |
| <b>b</b> Prior years' undistributed income Subtract<br>line 4b from line 2b                                                                                                                |                   |                            |             |                |
| <b>c</b> Enter the amount of prior years' undistributed<br>income for which a notice of deficiency has<br>been issued, or on which the section 4942(a)<br>tax has been previously assessed |                   |                            |             |                |
| <b>d</b> Subtract line 6c from line 6b Taxable<br>amount – see instructions                                                                                                                |                   |                            |             |                |
| <b>e</b> Undistributed income for 2011 Subtract line<br>4a from line 2a Taxable amount – see<br>instructions                                                                               |                   |                            |             |                |
| <b>f</b> Undistributed income for 2012 Subtract lines<br>4d and 5 from line 1 This amount must be<br>distributed in 2013                                                                   |                   |                            |             | <b>0</b>       |
| <b>7</b> Amounts treated as distributions out of corpus<br>to satisfy requirements imposed by section<br>170(b)(1)(F) or 4942(g)(3) (see instructions)                                     |                   |                            |             |                |
| <b>8</b> Excess distributions carryover from 2007 not<br>applied on line 5 or line 7 (see instructions)                                                                                    | <b>4,833,562</b>  |                            |             |                |
| <b>9</b> <b>Excess distributions carryover to 2013.</b><br>Subtract lines 7 and 8 from line 6a                                                                                             | <b>29,092,424</b> |                            |             |                |
| <b>10</b> Analysis of line 9.                                                                                                                                                              |                   |                            |             |                |
| <b>a</b> Excess from 2008                                                                                                                                                                  | <b>5,042,027</b>  |                            |             |                |
| <b>b</b> Excess from 2009                                                                                                                                                                  | <b>5,655,834</b>  |                            |             |                |
| <b>c</b> Excess from 2010                                                                                                                                                                  | <b>5,546,686</b>  |                            |             |                |
| <b>d</b> Excess from 2011                                                                                                                                                                  | <b>6,065,911</b>  |                            |             |                |
| <b>e</b> Excess from 2012                                                                                                                                                                  | <b>6,781,966</b>  |                            |             |                |

**Part XIV Private 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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

|                                                                                                                                                          | Tax year | Prior 3 years |          |          | (e) Total |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|----------|---------------|----------|----------|-----------|
|                                                                                                                                                          | (a) 2012 | (b) 2011      | (c) 2010 | (d) 2009 |           |
| <b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed                      |          |               |          |          |           |
| <b>b</b> 85% of line 2a                                                                                                                                  |          |               |          |          |           |
| <b>c</b> Qualifying distributions from Part XII, line 4 for each year listed                                                                             |          |               |          |          |           |
| <b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities                                                           |          |               |          |          |           |
| <b>e</b> Qualifying distributions made directly for active conduct of exempt activities<br>Subtract line 2d from line 2c                                 |          |               |          |          |           |
| <b>3</b> Complete 3a, b, or c for the alternative test relied upon                                                                                       |          |               |          |          |           |
| <b>a</b> "Assets" alternative test – enter                                                                                                               |          |               |          |          |           |
| <b>(1)</b> Value of all assets                                                                                                                           |          |               |          |          |           |
| <b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)                                                                                     |          |               |          |          |           |
| <b>b</b> "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed                              |          |               |          |          |           |
| <b>c</b> "Support" alternative test – enter                                                                                                              |          |               |          |          |           |
| <b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) |          |               |          |          |           |
| <b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)                                      |          |               |          |          |           |
| <b>(3)</b> Largest amount of support from an exempt organization                                                                                         |          |               |          |          |           |
| <b>(4)</b> Gross investment income                                                                                                                       |          |               |          |          |           |

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see instructions.)**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

N/A

**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

N/A

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

**a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed

See Attachment

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

See Attachment

**c** Any submission deadlines

See Attachment

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

See Attachment

**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)                           |                                                                                                           |                                |                                  |                       |
| <b>a</b> Paid during the year<br><b>See Attachment A</b>      | Oper support unless otherwise noted                                                                       |                                |                                  | 6,984,677             |
| <b>Total</b>                                                  |                                                                                                           |                                |                                  | <b>▶ 3a 6,984,677</b> |
| <b>b</b> Approved for future payment<br><b>See Attachment</b> | Oper support unless otherwise noted                                                                       |                                |                                  | 1,770,919             |
| <b>Total</b>                                                  |                                                                                                           |                                |                                  | <b>▶ 3b 1,770,919</b> |





**Schedule of Contributors**

OMB No 1545-0047

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

**2012**

Name of the organization

Employer identification number

**NORFOLK SOUTHERN FOUNDATION**

**52-1328375**

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33<sup>1</sup>/<sub>3</sub> % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

NORFOLK SOUTHERN FOUNDATION

Employer identification number

52-1328375

**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                         | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                         |
|------------|-------------------------------------------------------------------------------------------|----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | Central of Georgia Railroad Company<br>110 Franklin Road, SE<br><br>Roanoke VA 24042-0028 | \$ 6,996,000               | Person <input checked="checked" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution ) |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                         | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                         |
|            |                                                                                           | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                   |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                         | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                         |
|            |                                                                                           | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution )                   |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                         | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                         |
|            |                                                                                           | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution )                   |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                         | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                         |
|            |                                                                                           | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution )                   |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                         | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                         |
|            |                                                                                           | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution )                   |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                         | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                         |
|            |                                                                                           | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution )                   |



## Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

| Description     | Total    | Net<br>Investment | Adjusted<br>Net | Charitable<br>Purpose |
|-----------------|----------|-------------------|-----------------|-----------------------|
| Accounting Fees | \$ 9,000 |                   | \$              | \$                    |
| Total           | \$ 9,000 | \$ 0              | \$ 0            | \$ 0                  |

Form 990-PF, Part I, Line 18 - Taxes

| Description         | Total | Net<br>Investment | Adjusted<br>Net | Charitable<br>Purpose |
|---------------------|-------|-------------------|-----------------|-----------------------|
| Federal Excise Tax  | \$    | \$                | \$              | \$                    |
| Deferred Income Tax | \$ 0  | \$ 0              | \$ 0            | \$ 0                  |
| Total               | \$ 0  | \$ 0              | \$ 0            | \$ 0                  |

Statement 2 - Form 990-PF, Part I, Line 23 - Other Expenses

| Description                   | Total     | Net<br>Investment | Adjusted<br>Net | Charitable<br>Purpose |
|-------------------------------|-----------|-------------------|-----------------|-----------------------|
| Expenses                      | \$        | \$                | \$              | \$                    |
| Outsourcing Fee for Charit. P | 13,639    |                   |                 |                       |
| License Fee                   | 22,981    |                   |                 |                       |
| Miscellaneous                 | 407       |                   |                 |                       |
| Total                         | \$ 37,027 | \$ 0              | \$ 0            | \$ 0                  |

## Federal Statements

Statement 3 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

| Description                        | Beginning<br>of Year | End of<br>Year | Basis of<br>Valuation | Fair Market<br>Value |
|------------------------------------|----------------------|----------------|-----------------------|----------------------|
|                                    |                      |                | Market                |                      |
| Norfolk Southern Corp Common Stock | \$                   | \$             |                       | \$                   |
| Total                              | \$ 0                 | \$ 0           |                       | \$ 0                 |

**Federal Statements****Statement 4 - Form 990-PF, Part II, Line 15 - Other Assets**

| <u>Description</u>            | <u>Beginning<br/>of Year</u>    | <u>End of<br/>Year</u>          | <u>Fair Market<br/>Value</u>    |
|-------------------------------|---------------------------------|---------------------------------|---------------------------------|
| Federal Excise Tax Receivable | \$ <u>                    </u>  | \$ <u>                    </u>  | \$ <u>                    </u>  |
| Total                         | \$ <u>                    0</u> | \$ <u>                    0</u> | \$ <u>                    0</u> |

**Statement 5 - Form 990-PF, Part III, Line 3 - Other Increases**

| <u>Description</u> | <u>Amount</u>               |
|--------------------|-----------------------------|
| SFAS Adjustment    | \$ <u>          406,535</u> |
| Total              | \$ <u>          406,535</u> |

**Statement 6 - Form 990-PF, Part III, Line 5 - Other Decreases**

| <u>Description</u>      | <u>Amount</u>                   |
|-------------------------|---------------------------------|
| Prior Period Adjustment | \$ <u>                    4</u> |
| Total                   | \$ <u>                    4</u> |

**Form 990-PF, Part XV, Line 2b - Application Format and Required Contents**

Description

See Attachment

**Form 990-PF, Part XV, Line 2c - Submission Deadlines**

Description

See Attachment

**Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations**

Description

See Attachment

**NORFOLK SOUTHERN FOUNDATION**  
**52-1328375**  
**2012**

Attachment for Part VII-A

10. Central of Georgia Railroad Company  
110 Franklin Road, SE  
Roanoke, VA 24042-0028

Attachment for Part XV, Line 2a-d, 990 PF

XV. Supplementary Information

- 2 a) James A Hixon, Norfolk Southern Foundation  
Three Commercial Place  
Norfolk, Virginia 23510-2191  
Telephone: (757) 629-2370
- b) Applications may be submitted in the form of a proposal package addressed to the Norfolk Southern Foundation to include description of the applicant's purpose and activities, the specific request amount and total project/program budget, use to be made of the requested grant, other sources of income, a list of officers and directors, three years of audited financial statements, and a copy of the 501(c)(3) letter of determination where applicable
- c) Applications accepted between July 15 and September 30. Notice of approval, rejection or requests for additional information will usually follow by December 31.
- d) Grants are not made to individuals. Most grants are for collective fund-raising organizations (such as United Way and independent college funds) and to accredited educational institutions, arts and cultural organizations, environmental organizations dealing with land, air or water conservation and some human service organizations, both through direct grants and through a matching gifts program for employees and retirees of Norfolk Southern Corporation. Preference is given to requests from organizations in Hampton Roads; Roanoke, Virginia and Atlanta, Georgia, but to the extent that funds are available, grants may be made to organizations in other locations in the geographical area served by Norfolk Southern Corporation and its subsidiaries.

|                                                          |                   |                    |                        |                       |  |  |
|----------------------------------------------------------|-------------------|--------------------|------------------------|-----------------------|--|--|
| NORFOLK SOUTHERN FOUNDATION                              |                   |                    |                        |                       |  |  |
| 52-1328375                                               |                   |                    |                        |                       |  |  |
| CONTRIBUTIONS APPROVED BUT NOT PAID                      |                   |                    |                        |                       |  |  |
| DURING THE YEAR 2012                                     |                   |                    |                        |                       |  |  |
|                                                          |                   |                    |                        |                       |  |  |
|                                                          |                   |                    |                        |                       |  |  |
|                                                          |                   |                    |                        |                       |  |  |
| Attachment for Part XV, Line 3b, 990PF                   |                   |                    |                        |                       |  |  |
|                                                          |                   |                    |                        |                       |  |  |
|                                                          |                   |                    |                        |                       |  |  |
| Recipient                                                | Purpose           | Amount<br>Approved | Amount Paid<br>in 2012 | Balance to be<br>Paid |  |  |
| VA Business Higher Education Council                     | Civic & Community | 30,000             | 10,000                 | 20,000                |  |  |
| Zoo Atlanta                                              | Culture & Arts    | 90,000             | 30,000                 | 60,000                |  |  |
| Chesapeake Bay Foundation                                | Civic & Community | 250,000            | 0                      | 250,000               |  |  |
| Chrysler Museum of Art                                   | Culture & Arts    | 500,000            | 0                      | 500,000               |  |  |
| History Museum of Western VA                             | Culture & Arts    | 50,000             | 0                      | 50,000                |  |  |
| Kennesaw Museum Foundation                               | Culture & Arts    | 100,000            | 0                      | 100,000               |  |  |
| Low County Open Land Trust                               | Civic & Community | 30,000             | 0                      | 30,000                |  |  |
| Nature Conservancy                                       | Civic & Community | 50,000             | 0                      | 50,000                |  |  |
| Old Dominion University                                  | Education         | 125,000            | 0                      | 125,000               |  |  |
| Operation Our Town                                       | Civic & Community | 30,000             | 0                      | 30,000                |  |  |
| Science Museum of Western VA                             | Culture & Arts    | 50,000             | 0                      | 50,000                |  |  |
|                                                          |                   |                    |                        |                       |  |  |
|                                                          |                   | 1,305,000          | 40,000                 | 1,265,000             |  |  |
| Matching gifts accrued in 2012, but paid in future years |                   | 465,919            | 0                      | 465,919               |  |  |
|                                                          |                   |                    |                        |                       |  |  |
| Total future payments aproved                            |                   | 1,770,919          | 40,000                 | 1,730,919             |  |  |
|                                                          |                   |                    |                        |                       |  |  |

# Foundation Payments for 2012

3/1/2013

Norfolk Southern Foundation  
52-1328375

Attachment A

Form 990 – PF  
Part XV – Line 3a

| Organization and Project<br>Grant Amount                                                 | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| <b>1. COMMUNITY RELATIONS</b>                                                            |                       |                 |                   |                 |                       |
| <b>A. United Way</b>                                                                     |                       |                 |                   |                 |                       |
| <b>Bellevue United Selective</b>                                                         | 998205                | 1/11/2012       | \$27,280 00       | Foundation      | 30184                 |
| \$27,280 general operating support/corporate<br>pledge for 2011 campaign<br>\$27,280 00  |                       |                 |                   |                 |                       |
| <b>Greater Valdosta United Way</b>                                                       | 998731                | 11/5/2012       | \$5,000.00        | Foundation      | 30588                 |
| \$5,000 contribution/general operating<br>support per 2011 campaign pledge<br>\$5,000 00 |                       |                 |                   |                 |                       |
| <b>Greene County United Way</b>                                                          | 998614                | 9/10/2012       | \$12,280 00       | Foundation      | 30486                 |
| \$12,280 contribution per 2012 campaign<br>pledge<br>\$12,280.00                         |                       |                 |                   |                 |                       |
| <b>Heart of Kentucky United Way</b>                                                      | 998304                | 3/5/2012        | \$12,280 00       | Foundation      | 30255                 |
| \$12,280 contribution for United Way per 2011<br>campaign<br>\$12,280 00                 |                       |                 |                   |                 |                       |
| <b>Metro United Way</b>                                                                  | 998612                | 9/10/2012       | \$14,320 00       | Foundation      | 30474                 |
| \$14,320 contribution per 2011 campaign<br>pledge<br>\$14,320 00                         |                       |                 |                   |                 |                       |
| <b>United Way of Greater Knoxville</b>                                                   | 998296                | 3/5/2012        | \$27,280 00       | Foundation      | 30222                 |
| \$27,280 contribution for United Way for 2011<br>campaign<br>\$27,280 00                 |                       |                 |                   |                 |                       |

Norfolk Southern Foundation  
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Attachment A

Form 990 – PF  
Part XV – Line 3a

| Organization and Project<br>Grant Amount                                                                                                       | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes                                                        |
|------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|------------------------------------------------------------------------------|
| <b>Rowan County United Way</b><br>\$7,160 contribution for United Way campaign<br>per 2011 pledge<br>\$7,160 00                                | 998299                | 3/5/2012        | \$7,160 00        | Foundation      | 30225                                                                        |
| <b>Triangle United Way</b><br>\$3300 contribution/general operating support<br>per 2009 campaign pledge<br>\$0 00                              | 997579                | 4/19/2012       | (\$3,300 00)      | Foundation      | VOID - 29667<br>Void of Payment [19657] for \$3,300 00,<br>paid on 11/8/2010 |
| <b>Triangle United Way</b><br>\$5,000 contribution/general operating<br>support per 2011 campaign pledge<br>\$5,000 00                         | 998724                | 11/5/2012       | \$5,000 00        | Foundation      | 30570                                                                        |
| <b>Trident United Way</b><br>\$5,000 contribution/general operating<br>support per 2011 campaign pledge<br>\$5,000 00                          | 998722                | 11/5/2012       | \$5,000.00        | Foundation      | 30567                                                                        |
| <b>United Way for Southeastern MI</b><br>\$20,460 contribution per 2011 campaign<br>pledge<br>\$20,460 00                                      | 998609                | 9/10/2012       | \$20,460 00       | Foundation      | 30493                                                                        |
| <b>United Way for the Greater New Orleans Area</b><br>\$5,000 contribution/general operating<br>support per 2011 campaign pledge<br>\$5,000 00 | 998727                | 11/5/2012       | \$5,000 00        | Foundation      | 30574                                                                        |
| <b>United Way of Allegheny County</b><br>\$14,320 general operating support, corporate<br>gift per 2011 campaign<br>\$14,320 00                | 998211                | 1/11/2012       | \$14,320 00       | Foundation      | 30192                                                                        |



Norfolk Southern Foundation  
52-1328375

Attachment A

Form 990 – PF  
Part XV – Line 3a

| Organization and Project<br>Grant Amount                                                                                  | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|---------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| United Way of Allen County, Inc.<br>\$20,460 general operating support/corporate<br>gift per 2011 campaign<br>\$20,460 00 | 998209                | 1/11/2012       | \$20,460 00       | Foundation      | 30190                 |
| United Way of Asheville & Buncombe County<br>\$7,500 contribution to United Way per 2011<br>campaign<br>\$7,500.00        | 998306                | 3/5/2012        | \$7,500 00        | Foundation      | 30239                 |
| United Way of Ashtabula County<br>\$12,280 contribution per 2011 campaign<br>pledge<br>\$12,280 00                        | 998616                | 9/10/2012       | \$12,280 00       | Foundation      | 30468                 |
| United Way of Beaver County<br>\$30,000 general operating support/corporate<br>gift per 2011 campaign<br>\$30,000 00      | 998203                | 1/11/2012       | \$30,000 00       | Foundation      | 30193                 |
| United Way of Berks County<br>\$5,000 contribution/general operating<br>support per 2011 campaign pledge<br>\$5,000.00    | 998705                | 11/5/2012       | \$5,000.00        | Foundation      | 30548                 |
| United Way of Blair County<br>\$43,640 contribution per 2011 campaign<br>\$43,640 00                                      | 998625                | 9/10/2012       | \$43,640 00       | Foundation      | 30476                 |
| United Way of Broome County<br>\$5,000 contribution per 2011 campaign<br>pledge<br>\$5,000 00                             | 998620                | 9/10/2012       | \$5,000.00        | Foundation      | 30479                 |

Norfolk Southern Foundation  
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Attachment A

Form 990 – PF  
Part XV – Line 3a

| Organization and Project<br>Grant Amount                                                                                            | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|-------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| United Way of Buffalo & Erie County<br>\$7,500 contribution/general operating<br>support per the 2011 campaign pledge<br>\$7,500.00 | 998718                | 11/5/2012       | \$7,500 00        | Foundation      | 30587                 |
| United Way of Central Alabama, Inc.<br>\$27,280 general operating support; corporate<br>gift per 2011 campaign<br>\$27,280 00       | 998207                | 1/11/2012       | \$27,280 00       | Foundation      | 30188                 |
| United Way of Central Carolinas<br>\$14,320 contribution per 2011 campaign<br>pledge<br>\$14,320 00                                 | 998611                | 9/10/2012       | \$14,320 00       | Foundation      | 30495                 |
| United Way of Central Georgia, Inc.<br>\$20,460 general operating support; corporate<br>gift per 2011 campaign<br>\$20,460 00       | 998210                | 1/11/2012       | \$20,460 00       | Foundation      | 30191                 |
| United Way of Central Maryland<br>\$7,500 contribution to United Way per 2011<br>campaign<br>\$7,500 00                             | 998307                | 3/5/2012        | \$7,500 00        | Foundation      | 30240                 |
| United Way of Central Ohio<br>\$14,320 contribution per 2011 campaign<br>pledge<br>\$14,320 00                                      | 998608                | 9/10/2012       | \$14,320 00       | Foundation      | 30478                 |
| United Way of Central Virginia<br>\$5,000 contribution/general operating<br>support per 2011 campaign pledge<br>\$5,000 00          | 998708                | 11/5/2012       | \$5,000.00        | Foundation      | 30560                 |

Norfolk Southern Foundation  
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Attachment A

Form 990 – PF  
Part XV – Line 3a

| Organization and Project<br>Grant Amount                                                                                     | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| United Way of Clinton County<br>\$3,410 contribution/general operating<br>support per 2011 campaign pledge<br>\$3,410.00     | 998711                | 11/5/2012       | \$3,410.00        | Foundation      | 30564                 |
| United Way of Davidson County<br>\$7,160 contribution per United Way 2011<br>campaign<br>\$7,160.00                          | 998300                | 3/5/2012        | \$7,160.00        | Foundation      | 30226                 |
| United Way of Decatur<br>\$27,280 contribution to United Way per 2011<br>campaign<br>\$27,280.00                             | 998297                | 3/5/2012        | \$27,280.00       | Foundation      | 30223                 |
| United Way of Delaware<br>\$7,500 contribution/general operating<br>support per 2011 campaign pledge<br>\$7,500.00           | 998703                | 11/5/2012       | \$7,500.00        | Foundation      | 30553                 |
| United Way of Delaware County<br>\$7,500 contribution/general operating<br>support per 2011 campaign pledge<br>\$7,500.00    | 998728                | 11/5/2012       | \$7,500.00        | Foundation      | 30573                 |
| United Way of East Mississippi<br>\$7,500 contribution/general operating<br>support per 2011 campaign pledge<br>\$7,500.00   | 998726                | 11/5/2012       | \$7,500.00        | Foundation      | 30572                 |
| United Way of Eastern Kentucky<br>\$14,320 contribution/general operating<br>support per 2011 campaign pledge<br>\$14,320.00 | 998707                | 11/5/2012       | \$14,320.00       | Foundation      | 30558                 |

Norfolk Southern Foundation  
52-1328375

Attachment A

Form 990 – PF  
Part XV – Line 3a

| Organization and Project<br>Grant Amount                                                                                          | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|-----------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| United Way of Elkhart County<br>\$27,280 contribution per 2011 campaign<br>pledge<br>\$27,280 00                                  | 998607                | 9/10/2012       | \$27,280 00       | Foundation      | 30492                 |
| United Way of Gibson County, Inc.<br>\$7,500 contribution/general operating<br>support per the 2011 campaign pledge<br>\$7,500 00 | 998709                | 11/5/2012       | \$7,500 00        | Foundation      | 30565                 |
| United Way of Greater Chattanooga<br>\$27,280 general operating support/corporate<br>gift per 2011 campaign<br>\$27,280 00        | 998204                | 1/11/2012       | \$27,280.00       | Foundation      | 30187                 |
| United Way of Greater Cincinnati<br>\$14,320 contribution to United Way per 2011<br>campaign<br>\$14,320 00                       | 998298                | 3/5/2012        | \$14,320 00       | Foundation      | 30224                 |
| United Way of Greater Cleveland<br>\$12,280 contribution for United Way per 2011<br>campaign<br>\$12,280.00                       | 998294                | 3/5/2012        | \$12,280 00       | Foundation      | 30228                 |
| United Way of Greater Greensboro<br>\$5,000 contribution/general operating<br>support per 2011 campaign pledge<br>\$5,000 00      | 998725                | 11/5/2012       | \$5,000 00        | Foundation      | 30571                 |
| United Way of Greater Kansas City - Northland<br>\$7,500 contribution per 2011 campaign<br>pledge<br>\$7,500 00                   | 998618                | 9/10/2012       | \$7,500 00        | Foundation      | 30470                 |

Norfolk Southern Foundation  
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Attachment A

Form 990 – PF  
Part XV – Line 3a

| Organization and Project<br>Grant Amount                                                                                                | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|-----------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| United Way of Greater Lafayette & Tippecanoe<br>County<br>\$5,000 contribution per 2011 campaign<br>pledge<br>\$5,000 00                | 998621                | 9/10/2012       | \$5,000 00        | Foundation      | 30473                 |
| United Way of Greater Lorain County<br>\$3,410 contribution/general operating<br>support per 2011 campaign pledge<br>\$3,410.00         | 998723                | 11/5/2012       | \$3,410 00        | Foundation      | 30568                 |
| United Way of Greater Richmond & Petersburg<br>\$7,500 contribution/general operating<br>support per 2011 campaign pledge<br>\$7,500.00 | 998716                | 11/5/2012       | \$7,500 00        | Foundation      | 30590                 |
| United Way of Greater St. Louis<br>\$12,280 contribution per 2011 campaign<br>pledge<br>\$12,280.00                                     | 998613                | 9/10/2012       | \$12,280 00       | Foundation      | 30472                 |
| United Way of Greater Toledo<br>\$27,280 contribution per 2011 campaign<br>pledge<br>\$27,280 00                                        | 998606                | 9/10/2012       | \$27,280 00       | Foundation      | 30491                 |
| United Way of Greenville County<br>\$7,500 contribution to United Way per 2011<br>campaign<br>\$7,500 00                                | 998305                | 3/5/2012        | \$7,500 00        | Foundation      | 30227                 |
| United Way of Hudson County<br>\$7,500 contribution per 2011 campaign<br>pledge<br>\$7,500 00                                           | 998617                | 9/10/2012       | \$7,500 00        | Foundation      | 30469                 |

Norfolk Southern Foundation  
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Attachment A

Form 990 – PF  
Part XV – Line 3a

| Organization and Project<br>Grant Amount                                                                                                 | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| United Way of Jefferson County<br>\$7,500 contribution per 2011 campaign<br>pledge<br>\$7,500 00                                         | 998615                | 9/10/2012       | \$7,500 00        | Foundation      | 30467                 |
| United Way of Kankakee County<br>\$5,000 contribution/general operating<br>support per 2011 campaign pledge<br>\$5,000 00                | 998730                | 11/5/2012       | \$5,000 00        | Foundation      | 30584                 |
| United Way of Grant County<br>\$3,410 contribution/general operating<br>support per 2011 campaign pledge<br>\$3,410 00                   | 998712                | 11/5/2012       | \$3,410.00        | Foundation      | 30562                 |
| United Way of Metropolitan Atlanta, Inc.<br>\$175,000 contribution/general operating<br>support per 2011 campaign pledge<br>\$175,000 00 | 998734                | 11/5/2012       | \$175,000 00      | Foundation      | 30556                 |
| United Way of Metropolitan Chicago<br>\$27,280 general operating support/corporate<br>gift per 2011 campaign<br>\$27,280 00              | 998206                | 1/11/2012       | \$27,280 00       | Foundation      | 30199                 |
| United Way of Miami County, Inc.<br>\$7,500 contribution for United Way per 2011<br>campaign<br>\$7,500.00                               | 998308                | 3/5/2012        | \$7,500 00        | Foundation      | 30241                 |
| United Way of Northeast Florida<br>\$5,000 contribution/general operating<br>support per 2011 campaign pledge<br>\$5,000 00              | 998733                | 11/5/2012       | \$5,000 00        | Foundation      | 30544                 |

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| Organization and Project<br>Grant Amount                                                                                              | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|---------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| United Way of Northwest Alabama<br>\$14,320 contribution for United Way per 2011<br>campaign<br>\$14,320 00                           | 998301                | 3/5/2012        | \$14,320 00       | Foundation      | 30233                 |
| United Way of Porter County<br>\$5,000 contribution/general operating<br>support per 2011 campaign pledge<br>\$5,000 00               | 998729                | 11/5/2012       | \$5,000 00        | Foundation      | 30569                 |
| United Way of Randolph County, Inc.<br>\$12,280 contribution to United Way per 2011<br>campaign<br>\$12,280 00                        | 998303                | 3/5/2012        | \$12,280 00       | Foundation      | 30237                 |
| United Way of Richland County<br>\$5,000 contribution per 2011 campaign<br>pledge<br>\$5,000 00                                       | 998619                | 9/10/2012       | \$5,000 00        | Foundation      | 30471                 |
| United Way of Roanoke Valley<br>\$177,270 general operating support per 2011<br>campaign pledge<br>\$177,270 00                       | 998398                | 5/4/2012        | \$177,270 00      | Foundation      | 30317                 |
| United Way of Russell & Washington County<br>\$6,140 contribution/general operating<br>support per 2011 campaign pledge<br>\$6,140 00 | 998713                | 11/5/2012       | \$6,140 00        | Foundation      | 30545                 |
| United Way of Scioto County, Inc.<br>\$20,460 contribution per 2011 campaign<br>pledge<br>\$20,460 00                                 | 998610                | 9/10/2012       | \$20,460 00       | Foundation      | 30494                 |

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| Organization and Project<br>Grant Amount                                                                                         | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|----------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| United Way of Selma and Dallas County<br>\$7,500 contribution per 2011 campaign<br>pledge<br>\$7,500.00                          | 998623                | 9/10/2012       | \$7,500 00        | Foundation      | 30475                 |
| United Way of South Hampton Roads<br>\$18,000 contribution in support of Strategic<br>Plan Initiative for 2012<br>\$18,000 00    | 998362                | 4/9/2012        | \$18,000 00       | Foundation      | 30285                 |
| United Way of South Hampton Roads<br>\$225,000 contribution for 2011 campaign<br>pledge<br>\$225,000 00                          | 998465                | 7/5/2012        | \$225,000 00      | Foundation      | 30381                 |
| United Way of Southeastern Pennsylvania<br>\$16,370 contribution per 2012 campaign<br>pledge<br>\$16,370 00                      | 998624                | 9/10/2012       | \$16,370 00       | Foundation      | 30465                 |
| United Way of Southern West Virginia<br>\$7,500 contribution/general operating<br>support per 2011 campaign pledge<br>\$7,500 00 | 998715                | 11/5/2012       | \$7,500 00        | Foundation      | 30591                 |
| United Way of Southwest Virginia<br>\$6,140 contribution/general operating<br>support per 2011 campaign pledge<br>\$6,140.00     | 998714                | 11/5/2012       | \$6,140 00        | Foundation      | 30540                 |
| United Way of the Capital Region<br>\$30,000 contribution for United Way per 2011<br>campaign<br>\$30,000 00                     | 998295                | 3/5/2012        | \$30,000 00       | Foundation      | 30245                 |



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| Organization and Project<br>Grant Amount                                                                                           | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| United Way of the Central Savannah River Area<br>\$5,000 contribution per 2011 campaign<br>pledge<br>\$5,000.00                    | 998622                | 9/10/2012       | \$5,000 00        | Foundation      | 30466                 |
| United Way of the Chattahoochee Valley<br>\$5,000 contribution/general operating<br>support per 2011 campaign pledge<br>\$5,000 00 | 998732                | 11/5/2012       | \$5,000 00        | Foundation      | 30585                 |
| United Way of the Coastal Empire<br>\$7,500 contribution/general operating<br>support per 2011 campaign pledge<br>\$7,500.00       | 998719                | 11/5/2012       | \$7,500.00        | Foundation      | 30586                 |
| United Way of the Greater Dayton Area<br>\$3,410 contribution/general operating<br>support per 2011 campaign pledge<br>\$3,410 00  | 998706                | 11/5/2012       | \$3,410 00        | Foundation      | 30575                 |
| United Way of the Greater Lehigh Valley<br>\$12,280 contribution to United Way per 2011<br>campaign<br>\$12,280 00                 | 998302                | 3/5/2012        | \$12,280 00       | Foundation      | 30234                 |
| United Way of the Laurel Highlands<br>\$5,000 contribution/general operating<br>support per 2011 campaign pledge<br>\$5,000 00     | 998704                | 11/5/2012       | \$5,000 00        | Foundation      | 30555                 |
| United Way of the Midlands<br>\$7,500 contribution/general operating<br>support per 2011 campaign pledge<br>\$7,500 00             | 998717                | 11/5/2012       | \$7,500 00        | Foundation      | 30589                 |

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| Organization and Project<br>Grant Amount                                                                                            | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|-------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| United Way of the Mid-South<br>\$5,000 contribution/general operating<br>support per 2011 campaign pledge<br>\$5,000.00             | 998710                | 11/5/2012       | \$5,000 00        | Foundation      | 30557                 |
| United Way of the National Capital Area<br>\$5,000 contribution/general operating<br>support per 2011 campaign pledge<br>\$5,000 00 | 998720                | 11/5/2012       | \$5,000 00        | Foundation      | 30580                 |
| United Way of the Piedmont<br>\$3,300 contribution/general operating<br>support per 2011 campaign pledge<br>\$3,300 00              | 998721                | 11/5/2012       | \$3,300 00        | Foundation      | 30552                 |
| United Way of the River Cities<br>\$5,000 contribution per 2011 campaign<br>pledge<br>\$5,000 00                                    | 998604                | 9/10/2012       | \$5,000 00        | Foundation      | 30489                 |
| United Way of the Virginias<br>\$27,280 general operating support, corporate<br>gift per 2011 campaign<br>\$27,280.00               | 998208                | 1/11/2012       | \$27,280 00       | Foundation      | 30179                 |
| United Way of West Tennessee<br>\$3,410 contribution per 2011 campaign<br>pledge<br>\$3,410 00                                      | 998605                | 9/10/2012       | \$3,410 00        | Foundation      | 30490                 |
| Total A. United Way<br>(82 items)                                                                                                   |                       |                 | \$1,494,990 00    |                 |                       |
| <b>B. Other</b>                                                                                                                     |                       |                 |                   |                 |                       |

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| Organization and Project<br>Grant Amount                                                                                                                                                   | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| American Red Cross of North Central Indiana<br>\$500 contribution/general operating support<br>for ARC, Local Discretion funding for Lake<br>Division<br>\$500 00                          | 998499                | 7/5/2012        | \$500 00          | Foundation      | 30390                 |
| American Red Cross West Virginia<br>\$50,000 contribution for emergency funding<br>for July 2012 storms in WV<br>\$50,000 00                                                               | 998525                | 7/13/2012       | \$50,000 00       | Foundation      | 30412                 |
| American Red Cross, Coastal Virginia Region<br>\$100,000 contribution for disaster relief in LA<br>and MS (to be split evenly between two states),<br>Hurricane Isaac<br>\$100,000 00      | 998594                | 9/5/2012        | \$100,000 00      | Foundation      | 30464                 |
| American Red Cross, Coastal Virginia Region<br>\$25,000 contribution for general operating<br>support for 2012<br>\$25,000.00                                                              | 998648                | 10/3/2012       | \$25,000 00       | Foundation      | 30503                 |
| American Red Cross, Coastal Virginia Region<br>\$100,000 contribution to assist communities<br>affected by Hurricane Sandy<br>\$100,000 00                                                 | 998687                | 11/2/2012       | \$100,000 00      | Foundation      | 30534                 |
| America's Second Harvest of Coastal Georgia<br>\$1,500 contribution/general operating<br>support to provide food to elderly; Local<br>Discretion project of Georgia Division<br>\$1,500 00 | 998737                | 11/5/2012       | \$1,500 00        | Foundation      | 30563                 |
| Atlanta Community Food Bank<br>\$10,000 contribution in general operating<br>support for the Food Bank<br>\$10,000 00                                                                      | 998377                | 4/9/2012        | \$10,000 00       | Foundation      | 30281                 |

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| Organization and Project<br>Grant Amount                                                                                                                                                              | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-------------------------------------------------------------------------------|
| <b>Atlanta Community Food Bank</b><br>\$25,000 contribution for food purchase<br>\$25,000.00                                                                                                          | 998769                | 12/5/2012       | \$25,000 00       | Foundation      | 30615                                                                         |
| <b>Battered Women's Shelter, Inc.</b><br>\$1,000 contribution/general operating<br>support for emergency shelter, Local<br>Discretion project of Georgia Division<br>\$1,000 00                       | 998450                | 6/5/2012        | \$1,000 00        | Foundation      | 30337                                                                         |
| <b>Beginnings for Parents of Children Who are<br/>Deaf or Hard of Hearing, Inc.</b><br>\$2,000 contribution/general operating<br>support, Local Discretion project of Business<br>Units<br>\$2,000.00 | 998405                | 5/4/2012        | \$2,000 00        | Foundation      | 30321                                                                         |
| <b>Beyond I Can</b><br>\$500 contribution for general operating<br>support, Local Discretion project of Lake<br>Division<br>\$500 00                                                                  | 998454                | 6/5/2012        | \$500 00          | Foundation      | 30347                                                                         |
| <b>Big Brothers Big Sisters of Southwest Virginia</b><br>\$2,500 contribution/general operating<br>support, formula grant program for<br>board/employee (Lisa Hollandsworth)<br>\$2,500 00            | 998215                | 1/11/2012       | \$5,000 00        | Foundation      | 30196                                                                         |
| <b>Big Brothers Big Sisters of Southwest Virginia</b><br>\$2,500 contribution/general operating<br>support, formula grant program for<br>board/employee (Lisa Hollandsworth)<br>\$2,500 00            | 998215                | 1/18/2012       | (\$5,000 00)      | Foundation      | VOID - 30196<br>Void of Payment [20369] for \$5,000 00.<br>paid on 1/11/2012. |

| Organization and Project<br>Grant Amount                                                                                                                                                   | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes                                                        |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|------------------------------------------------------------------------------|
| <b>Big Brothers Big Sisters of Southwest Virginia</b><br>\$2,500 contribution/general operating<br>support, formula grant program for<br>board/employee (Lisa Hollandsworth)<br>\$2,500.00 | 998215                | 1/18/2012       | \$2,500.00        | Foundation      | 30200<br>Reissue of Payment [20369] for<br>\$5,000.00, paid on 1/11/2012     |
| <b>Big Brothers Big Sisters of Southwest Virginia</b><br>\$5,000 contribution, formula grant program<br>for employee/board member (Lisa<br>Hollandsworth)<br>\$5,000.00                    | 998689                | 11/5/2012       | \$2,500.00        | Foundation      | 30577                                                                        |
| <b>Big Brothers Big Sisters of Southwest Virginia</b><br>\$5,000 contribution, formula grant program<br>for employee/board member (Lisa<br>Hollandsworth)<br>\$5,000.00                    | 998689                | 11/18/2012      | (\$2,500.00)      | Foundation      | VOID - 30577<br>Void of Payment [20939] for \$2,500.00,<br>paid on 11/5/2012 |
| <b>Big Brothers Big Sisters of Southwest Virginia</b><br>\$5,000 contribution, formula grant program<br>for employee/board member (Lisa<br>Hollandsworth)<br>\$5,000.00                    | 998689                | 11/18/2012      | \$5,000.00        | Foundation      | 30595                                                                        |
| <b>Big Brothers Big Sisters of the Greater Miami<br/>Valley</b><br>\$1,000 contribution for general operating<br>support Local Discretion project of Lake<br>Division<br>\$1,000.00        | 998587                | 8/10/2012       | \$1,000.00        | Foundation      | 30457                                                                        |
| <b>Blessings in a Backpack</b><br>\$500 capital purchase of food/supplies for<br>children in need, Local Discretion project of<br>Lake Division<br>\$500.00                                | 998309                | 3/5/2012        | \$500.00          | Foundation      | 30242                                                                        |

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| Organization and Project<br>Grant Amount                                                                                                                                                                | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| <b>Bluefield Union Mission</b><br>\$2,000 contribution/general operating<br>support for daily meal project, Local<br>Discretion project for Pocahontas Division<br>\$2,000 00                           | 998494                | 7/5/2012        | \$2,000 00        | Foundation      | 30370                 |
| <b>Boy Scouts of America - Tidewater Council #596</b><br>\$2,500 contribution, formula grant for<br>employee/board member (John Scheib)<br>\$2,500 00                                                   | 998643                | 10/3/2012       | \$2,500 00        | Foundation      | 30505                 |
| <b>Boys &amp; Girls Club of Central Appalachia</b><br>\$1,000 contribution of after-school program,<br>fitness and nutrition program, Local<br>Discretion project for Pocahontas Division<br>\$1,000.00 | 998501                | 7/5/2012        | \$1,000 00        | Foundation      | 30406                 |
| <b>Boys &amp; Girls Club of Columbus</b><br>\$1,000 contribution for general operating<br>support, Local Discretion project of Lake<br>Division<br>\$1,000 00                                           | 998588                | 8/10/2012       | \$1,000 00        | Foundation      | 30458                 |
| <b>Boys &amp; Girls Club of Fauquier</b><br>\$1,000 contribution for program on<br>health/fitness, Local Discretion project of<br>Piedmont Division<br>\$1,000 00                                       | 998653                | 10/3/2012       | \$1,000 00        | Foundation      | 30518                 |
| <b>Boys &amp; Girls Club of Southeastern Michigan</b><br>\$1,000 contribution/general operating<br>support for programs, Local Discretion project<br>of Dearborn Division<br>\$1,000.00                 | 998602                | 9/10/2012       | \$1,000 00        | Foundation      | 30487                 |

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| Organization and Project<br>Grant Amount                                                                                                                             | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| Boys & Girls Clubs of Southeast Georgia<br>\$25,000 5-yr LTP for capital project/new<br>Elizabeth Correll Teen Center<br>\$25,000.00                                 | 996991                | 9/10/2012       | \$5,000 00        | Foundation      | 30498                 |
| Central Pennsylvania Foodbank<br>\$15,000 contribution/general operating<br>support for Central PA Foodbank<br>\$15,000 00                                           | 998261                | 2/9/2012        | \$15,000 00       | Foundation      | 30210                 |
| Central Pennsylvania Foodbank<br>\$10,000 contribution for food purchase<br>\$10,000.00                                                                              | 998767                | 12/5/2012       | \$10,000 00       | Foundation      | 30606                 |
| Chesapeake Care Free Clinic<br>\$5,000 Contribution/general operating<br>support clinic programs in 2012<br>\$5,000 00                                               | 998254                | 2/9/2012        | \$5,000 00        | Foundation      | 30204                 |
| Children's Home Society of West Virginia<br>\$500 contribution for mentoring program for<br>children, Local Discretion project of<br>Pocahontas Division<br>\$500 00 | 998500                | 7/5/2012        | \$500 00          | Foundation      | 30388                 |
| Children's Hope, Inc<br>\$500 contribution, general operating support<br>for homeless shelter, Local Discretion project<br>of Lake Division<br>\$500 00              | 998446                | 6/5/2012        | \$500 00          | Foundation      | 30334                 |
| Children's Hospital of The King's Daughters<br>\$2,500 contribution under formula grant<br>program for employee/board member (Trevor<br>Pardee)<br>\$2,500 00        | 998223                | 1/11/2012       | \$2,500 00        | Foundation      | 30195                 |

CAPITAL

| Organization and Project<br>Grant Amount                                                                                                                                 | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| Children's Hospital of The King's Daughters<br>\$75,000 3-yr LTP to support the Child Abuse<br>Pediatrics Fellowship Program<br>\$75,000 00                              | 998248                | 5/4/2012        | \$25,000.00       | Foundation      | 30302                 |
| Children's Trust Foundation Roanoke Valley<br>\$2,500 contribution/general operating<br>support, Local Discretion project of Virginia<br>Division<br>\$2,500 00          | 998402                | 5/4/2012        | \$2,500.00        | Foundation      | 30313                 |
| Community Food Bank of New Jersey<br>\$10,000 contribution for general operating<br>support<br>\$10,000 00                                                               | 998773                | 12/5/2012       | \$10,000.00       | Foundation      | 30598                 |
| Community Harvest Food Bank of Northeast<br>Indiana<br>\$1,000 contribution for general operating<br>support, Local Discretion project of Lake<br>Division<br>\$1,000.00 | 998568                | 8/5/2012        | \$1,000 00        | Foundation      | 30425                 |
| Compassion Building<br>\$2,000 contribution for Community<br>Thanksgiving Dinner, Local Discretion project<br>of Georgia Division<br>\$2,000 00                          | 998681                | 10/17/2012      | \$2,000 00        | Foundation      | 30529                 |
| Council of Community Services<br>\$7,500 contribution/general operating<br>support, formula grant for employee/board<br>member - John Turbyfill Jr<br>\$7,500 00         | 998356                | 4/9/2012        | \$7,500 00        | Foundation      | 30273                 |



| Organization and Project<br>Grant Amount                                                                                                                                          | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| <b>The Counseling Center</b><br>\$500 contribution/general operating support<br>for the Counseling Center; Local Discretion<br>project for the Lake Division<br>\$500 00          | 998363                | 4/9/2012        | \$500 00          | Foundation      | 30286                 |
| <b>Creative Advancement Center</b><br>\$1,000 contribution; general operating<br>support for after-school program, Local<br>Discretion project of Piedmont Division<br>\$1,000 00 | 998600                | 9/10/2012       | \$1,000 00        | Foundation      | 30485                 |
| <b>Dwelling Place (The)</b><br>\$7,500 contribution, formula grant for<br>employee/board member (Sarah Quisenberry)<br>\$7,500 00                                                 | 998566                | 8/5/2012        | \$7,500.00        | Foundation      | 30442                 |
| <b>Dwelling Place (The)</b><br>\$20,000 contribution for general operating<br>support<br>\$20,000 00                                                                              | 998597                | 9/10/2012       | \$20,000 00       | Foundation      | 30482                 |
| <b>East Tennessee Children's Hospital</b><br>\$500 contribution/general operating support<br>for Children's Hospital, Local Discretion<br>project of Central Division<br>\$500 00 | 998492                | 7/5/2012        | \$500 00          | Foundation      | 30401                 |
| <b>Families First for Children's Sake</b><br>\$5,000 in general operating support<br>\$5,000 00                                                                                   | 998379                | 4/9/2012        | \$5,000 00        | Foundation      | 30280                 |
| <b>Ferst Foundation for Childhood Literacy</b><br>\$1,000 contribution to purchase books for<br>literacy programs, Local Discretion project of<br>Georgia Division<br>\$1,000 00  | 998451                | 6/5/2012        | \$1,000 00        | Foundation      | 30339                 |

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| Organization and Project<br>Grant Amount                                                                                                                                    | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| <b>First Book-Greater Kingsport</b><br>\$500 contribution to purchase books for<br>children in need<br>\$500.00                                                             | 998770                | 12/5/2012       | \$500.00          | Foundation      | 30602                 |
| <b>The Food Bank for Central and Northeast<br/>Missouri</b><br>\$5,000 general operating support for food<br>bank<br>\$5,000.00                                             | 998267                | 2/9/2012        | \$5,000.00        | Foundation      | 30216                 |
| <b>Food Bank of Central &amp; Eastern North Carolina</b><br>\$10,000 contribution for general operating<br>support of the Food Bank<br>\$10,000.00                          | 998376                | 4/9/2012        | \$10,000.00       | Foundation      | 30270                 |
| <b>Food Bank of Delaware</b><br>\$10,000 contribution in support of backpack<br>program for children<br>\$10,000.00                                                         | 998646                | 10/3/2012       | \$10,000.00       | Foundation      | 30521                 |
| <b>Food Bank of New York City</b><br>\$10,000 contribution for general operating<br>support<br>\$10,000.00                                                                  | 998772                | 12/5/2012       | \$10,000.00       | Foundation      | 30600                 |
| <b>Food Bank of Northwest Indiana</b><br>\$1,000 contribution for general operating<br>support of food bank, Local Discretion project<br>of Dearborn Division<br>\$1,000.00 | 998575                | 8/5/2012        | \$1,000.00        | Foundation      | 30432                 |
| <b>Foodbank of Southeastern Virginia</b><br>\$7,500 contribution under formula grant<br>program for employees/board member<br>(Richard Kiley)<br>\$7,500.00                 | 998216                | 1/11/2012       | \$7,500.00        | Foundation      | 30197                 |

| Organization and Project<br>Grant Amount                                                                                                                 | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| <b>Foodbank of Southeastern Virginia</b><br>\$25,000 contribution for food purchase<br>\$25,000 00                                                       | 998361                | 4/9/2012        | \$25,000 00       | Foundation      | 30282                 |
| <b>Foodbank of Southeastern Virginia</b><br>\$70,000 contribution for purchase of truck<br>\$70,000.00                                                   | 998444                | 6/5/2012        | \$70,000 00       | Foundation      | 30335                 |
| <b>Foodbank of Southeastern Virginia</b><br>\$25,000 contribution for food purchase<br>\$25,000 00                                                       | 998526                | 7/25/2012       | \$25,000 00       | Foundation      | 30413                 |
| <b>ForKids</b><br>\$17,500 general operating support for<br>ForKids<br>\$17,500.00                                                                       | 998212                | 1/11/2012       | \$17,500.00       | Foundation      | 30183                 |
| <b>ForKids</b><br>\$40,000 general operating support for<br>ForKids in 2012<br>\$40,000 00                                                               | 998219                | 1/11/2012       | \$40,000 00       | Foundation      | 30180                 |
| <b>Fort Wayne Women's Bureau, inc.</b><br>\$1,000 contribution/general operating<br>support, Local Discretion project of Lake<br>Division<br>\$1,000.00  | 998447                | 6/5/2012        | \$1,000 00        | Foundation      | 30323                 |
| <b>Free Clinic of the New River Valley, Inc.</b><br>\$5,000 contribution for dental care program<br>at Free Clinic of the New River Valley<br>\$5,000.00 | 998378                | 4/9/2012        | \$5,000 00        | Foundation      | 30287                 |
| <b>God's Pantry Food Bank</b><br>\$5,000 general operating support for the Food<br>Bank<br>\$5,000 00                                                    | 998380                | 4/9/2012        | \$5,000 00        | Foundation      | 30279                 |

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|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| <b>Grady Health Foundation</b><br>\$500,000 5-yr LTP for Greater Grady<br>Campaign<br>\$500,000.00                                                                                                                              | 997322                | 2/9/2012        | \$100,000.00      | Foundation      | 30219                 |
| <b>Habitat for Humanity of Greenville County</b><br>\$1,000 contribution/general operating<br>support for Habitat Greenville in providing<br>low-income housing. Local Discretion project<br>of Piedmont Division<br>\$1,000.00 | 998338                | 3/14/2012       | \$1,000.00        | Foundation      | 30263                 |
| <b>Habitat for Humanity of Greenville County</b><br>\$1,000 (additional payment to 998338)<br>contribution/general operating support for<br>Habitat. Local Discretion of Greenville County<br>\$1,000.00                        | 998385                | 4/9/2012        | \$1,000.00        | Foundation      | 30274                 |
| <b>Hands on Atlanta</b><br>\$25,000 general operating support for 2012<br>\$25,000.00                                                                                                                                           | 998260                | 2/9/2012        | \$25,000.00       | Foundation      | 30202                 |
| <b>Harvesting Hope Food Pantry</b><br>\$1,000 contribution/general operating<br>support for pantry. Local Discretion request<br>for Central Division<br>\$1,000.00                                                              | 998515                | 7/5/2012        | \$1,000.00        | Foundation      | 30404                 |
| <b>Haven House, Inc.</b><br>\$2,000 contribution to emergency shelter for<br>families. Local Discretion project of Dearborn<br>Division<br>\$2,000.00                                                                           | 998577                | 8/5/2012        | \$2,000.00        | Foundation      | 30434                 |

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| Organization and Project<br>Grant Amount                                                                                                                                                                    | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| <b>Healing Place</b><br>\$1,000 contribution/general operating<br>support for homeless shelter, Local Discretion<br>request for Central Division<br>\$1,000 00                                              | 998516                | 7/5/2012        | \$1,000 00        | Foundation      | 30405                 |
| <b>Heritage Hospice</b><br>\$1,000 contribution for purchase of camera for<br>organization, Local Discretion project Central<br>Division<br>\$1,000 00                                                      | 998513                | 7/5/2012        | \$1,000.00        | Foundation      | 30400                 |
| <b>HomeAid Atlanta, Inc.</b><br>\$10,000 contribution/general operating<br>support for 2012<br>\$10,000 00                                                                                                  | 998262                | 2/9/2012        | \$10,000 00       | Foundation      | 30211                 |
| <b>McLean County Child Protection Network</b><br>\$1000 contribution for training costs for<br>community volunteers advocating for children,<br>Local Discretion project of Illinois Division<br>\$1,000 00 | 998310                | 3/5/2012        | \$1,000 00        | Foundation      | 30243                 |
| <b>Meals of Virginia Beach Inc.</b><br>\$17,500 general operating support for Meals<br>of Virginia Beach<br>\$17,500 00                                                                                     | 998213                | 1/11/2012       | \$17,500.00       | Foundation      | 30194                 |
| <b>Meals of Virginia Beach Inc.</b><br>\$30,000 general operating support for Meals<br>of Virginia Beach<br>\$30,000 00                                                                                     | 998754                | 12/5/2012       | \$30,000.00       | Foundation      | 30603                 |

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| Organization and Project<br>Grant Amount                                                                                                                                                       | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| <b>Meals on Wheels of Greenville, SC</b><br>\$1,000 contribution for general support of<br>program, Local Discretion project of Piedmont<br>Division<br>\$1,000.00                             | 998682                | 10/17/2012      | \$1,000.00        | Foundation      | 30530                 |
| <b>Mercer County Fellowship Home, Inc.</b><br>\$1,000 contribution to help with repair work<br>in kitchen area/boiler system, Local Discretion<br>request for Pochontas Division<br>\$1,000.00 | 998497                | 7/5/2012        | \$1,000.00        | Foundation      | 30408                 |
| <b>Miami County YMCA</b><br>\$500 contribution/general operating support for<br>Miami County Kid's Fair; Local Discretion<br>project of Lake Division<br>\$500.00                              | 998401                | 5/4/2012        | \$500.00          | Foundation      | 30314                 |
| <b>Mid-Ohio FoodBank</b><br>\$500 contribution/general operating support;<br>Local Discretion project for Lake Division<br>\$500.00                                                            | 998266                | 2/9/2012        | \$500.00          | Foundation      | 30215                 |
| <b>National Christmas Tree Railroad</b><br>\$500 for National Christmas Tree train with<br>NS trolley, maintenance<br>\$500.00                                                                 | 998679                | 10/17/2012      | \$500.00          | Foundation      | 30527                 |
| <b>Neighborhood Design Center</b><br>\$1,000 contribution/general operating<br>support for beautification of NS viaduct; Local<br>Discretion project of Lake Division<br>\$1,000.00            | 998406                | 5/4/2012        | \$1,000.00        | Foundation      | 30310                 |

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| Organization and Project<br>Grant Amount                                                                                                                                                                        | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-------------------------|
| <b>Northwest Child Development Center</b><br>\$2,000 contribution for capital purchase of<br>playground equipment, Local Discretion<br>project of Virginia Division<br>\$2,000.00                               | 998403                | 5/4/2012        | \$2,000.00        | Foundation      | 30304<br><i>Capital</i> |
| <b>Penrickton Center for Blind Children</b><br>\$1,000 contribution, general operating<br>support for blind and handicapped children<br>program, Local Discretion project of Dearborn<br>Division<br>\$1,000.00 | 998601                | 9/10/2012       | \$1,000.00        | Foundation      | 30496                   |
| <b>Project Oz</b><br>\$2,500 contribution/general operating<br>support for 2012<br>\$2,500.00                                                                                                                   | 998263                | 2/9/2012        | \$2,500.00        | Foundation      | 30212                   |
| <b>Rainbow Village, Inc.</b><br>\$2,000 contribution/general operating<br>support for transitional housing for families,<br>Local Discretion project for Piedmont Division<br>\$2,000.00                        | 998506                | 7/5/2012        | \$2,000.00        | Foundation      | 30372                   |
| <b>REA of Hope Inc.</b><br>\$1,000 contribution, general operating<br>support for residents of affordable housing<br>project, Local Discretion project of<br>Pocahontas Division<br>\$1,000.00                  | 998603                | 9/10/2012       | \$1,000.00        | Foundation      | 30480                   |
| <b>Ronald McDonald House, Charities of Central of<br/>Georgia</b><br>\$1,000 contribution in memory of Steve D<br>Warren<br>\$1,000.00                                                                          | 998745                | 11/18/2012      | \$1,000.00        | Foundation      | 30594                   |

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| Organization and Project<br>Grant Amount                                                                                                                                 | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| The Salvation Army Tidewater Area Command<br>\$100,000 contribution, pledge for Ray & Joan<br>Kroc Corps Community Center to be paid over<br>4 years<br>\$100,000.00     | 997786                | 5/4/2012        | \$25,000.00       | Foundation      | 30303                 |
| Samaritan House, Safe Harbor Inc.<br>\$20,000 contribution, general operating<br>support for shelters<br>\$20,000.00                                                     | 998547                | 8/5/2012        | \$20,000.00       | Foundation      | 30441                 |
| Second Harvest Food Bank of East Tennessee<br>\$500 contribution to backpack feeding<br>program, Local Discretion project of Central<br>Division<br>\$500.00             | 998571                | 8/5/2012        | \$500.00          | Foundation      | 30436                 |
| Sheffield Place<br>\$4,980 contribution for general operating<br>support of the 7-Step Program (life skills<br>programs for homeless mothers and children)<br>\$4,980.00 | 998373                | 4/9/2012        | \$4,980.00        | Foundation      | 30296                 |
| Shelter Health Services, Inc.<br>\$10,000 contribution for general operating<br>support of healthcare clinic<br>\$10,000.00                                              | 998647                | 10/3/2012       | \$10,000.00       | Foundation      | 30502                 |
| Southlake YMCA<br>\$2,000 contribution to support summer youth<br>programs for under-privileged, Local<br>Discretion project of Dearborn Division<br>\$2,000.00          | 998576                | 8/5/2012        | \$2,000.00        | Foundation      | 30433                 |



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| Organization and Project<br>Grant Amount                                                                                                                               | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes                                                        |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|------------------------------------------------------------------------------|
| <b>Southlake YMCA</b><br>\$2,000 contribution to support summer youth<br>programs for under-privileged, Local<br>Discretion project of Dearborn Division<br>\$2,000.00 | 998576                | 8/23/2012       | (\$2,000 00)      | Foundation      | VOID - 30433<br>Void of Payment [20731] for \$2,000 00,<br>paid on 8/5/2012. |
| <b>Southlake YMCA</b><br>\$2 000 contribution to support summer youth<br>programs for under-privileged, Local<br>Discretion project of Dearborn Division<br>\$2,000 00 | 998576                | 8/23/2012       | \$2,000 00        | Foundation      | 30463<br>Reissue of Payment [20731] for<br>\$2,000 00, paid on 8/5/2012      |
| <b>Feeding America Southwest Virginia</b><br>\$5,000 contribution/general operating<br>support for food bank<br>\$5,000 00                                             | 998264                | 2/9/2012        | \$5,000 00        | Foundation      | 30213                                                                        |
| <b>Feeding America Southwest Virginia</b><br>\$25,000 contribution to assist with purchasing<br>of a new truck<br>\$25,000 00                                          | 998527                | 7/25/2012       | \$25,000 00       | Foundation      | 30414                                                                        |
| <b>Feeding America Southwest Virginia</b><br>\$15 000 contribution for food purchase<br>\$15,000.00                                                                    | 998768                | 12/5/2012       | \$15,000 00       | Foundation      | 30605                                                                        |
| <b>Stop Child Abuse and Neglect (SCAN)</b><br>\$500 contribution/general operating support<br>of SCAN, Local Discretion project of Lake<br>Division<br>\$500 00        | 998364                | 4/9/2012        | \$500 00          | Foundation      | 30298                                                                        |
| <b>Toledo Northwest Ohio Food Bank, Inc.</b><br>\$2,000 contribution to food bank, Local<br>Discretion of Dearborn Division<br>\$2,000 00                              | 998586                | 8/10/2012       | \$2,000 00        | Foundation      | 30462                                                                        |

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| Organization and Project<br>Grant Amount                                                                                                                                                             | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| <b>Total Action Against Poverty</b><br>\$2,500 contribution, general operating<br>support, Local Discretion project of Virginia<br>Division<br>\$2,500.00                                            | 998496                | 7/5/2012        | \$2,500.00        | Foundation      | 30399                 |
| <b>Total Action Against Poverty</b><br>\$2,500 contribution, formula grant for<br>employee/board member (Haskel Stanback)<br>\$2,500.00                                                              | 998565                | 8/5/2012        | \$2,500.00        | Foundation      | 30423                 |
| <b>The UP Center</b><br>\$5,000 contribution to the UP Center, general<br>operating support<br>\$5,000.00                                                                                            | 998776                | 12/6/2012       | \$5,000.00        | Foundation      | 30622                 |
| <b>Veterans of Foreign Wars of Ohio Charities</b><br>\$3,000 contribution for assistance and use of<br>building<br>\$3,000.00                                                                        | 998626                | 9/10/2012       | \$3,000.00        | Foundation      | 30477                 |
| <b>WHAS Crusade for Children</b><br>\$1,000 contribution/general operating<br>support to help special needs children<br>throughout KY; Local Discretion project of<br>Central Division<br>\$1,000.00 | 998493                | 7/5/2012        | \$1,000.00        | Foundation      | 30407                 |
| <b>Wolfson Children's Hospital, Baptist Health Fdn</b><br>\$1,500 contribution for expansion of<br>Children's Hospital, Local Discretion project<br>of Georgia Division<br>\$1,500.00                | 998579                | 8/5/2012        | \$1,500.00        | Foundation      | 30422                 |

Capital

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| Organization and Project<br>Grant Amount                                                                                                                            | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-------------------------|
| YMCA Camp Silver Beach<br>\$2,500 contribution/general operating<br>support under formula grant program for<br>employee/board member - Ginny Fogg<br>\$2,500.00     | 998357                | 4/9/2012        | \$2,500.00        | Foundation      | 30272                   |
| YMCA of Greater Fort Wayne<br>\$500 contribution/general operating support<br>of YMCA child care programs, Local<br>Discretion project of Lake Division<br>\$500.00 | 998365                | 4/9/2012        | \$500.00          | Foundation      | 30288                   |
| YMCA of Greenville<br>\$2,000 contribution/general operating<br>support for the YMCA of Greenville, Local<br>Discretion project of Piedmont Division<br>\$2,000.00  | 998400                | 5/4/2012        | \$2,000.00        | Foundation      | 30315                   |
| YMCA of Roanoke Valley<br>\$2,500 contribution/general operating<br>support, formula grant for employee/board<br>member (Mike Wray)<br>\$2,500.00                   | 998393                | 5/4/2012        | \$2,500.00        | Foundation      | 30309                   |
| YMCA of South Hampton Roads<br>\$50,000 5-year pledge for capital<br>campaign/expanded summer camp facilities<br>\$50,000.00                                        | 996885                | 6/5/2012        | \$10,000.00       | Foundation      | 30354<br><i>CAPITAL</i> |
| YMCA of South Hampton Roads<br>\$7,500 contribution, general operating<br>support, formula grant for employee/board<br>member (Jake Allison)<br>\$7,500.00          | 998595                | 9/10/2012       | \$7,500.00        | Foundation      | 30488                   |

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| Organization and Project<br>Grant Amount                                                                                                                                                     | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| YWCA of South Hampton Roads<br>\$15,000 General Operating Support for YWCA<br>of SHR programs in 2012<br>\$15,000 00                                                                         | 998253                | 2/9/2012        | \$15,000 00       | Foundation      | 30203                 |
| YWCA of South Hampton Roads<br>\$2,500 general operating support; formula<br>grant for employee/board member (Gloria<br>Dana)<br>\$2,500 00                                                  | 998436                | 6/5/2012        | \$2,500.00        | Foundation      | 30338                 |
| Total B. Other<br>(111 items)                                                                                                                                                                |                       |                 | \$1,059,980 00    |                 |                       |
| Total 1. COMMUNITY RELATIONS<br>(193 items)                                                                                                                                                  |                       |                 | \$2,554,970 00    |                 |                       |
| <b>2. EDUCATION</b>                                                                                                                                                                          |                       |                 |                   |                 |                       |
| <b>A. Operating Grants</b>                                                                                                                                                                   |                       |                 |                   |                 |                       |
| William and Mary Business School Foundation<br>\$2,500 general operating support for Thomas<br>Jefferson Program, formula grant for<br>employee/board member (Howard McFadden)<br>\$2,500 00 | 998437                | 6/5/2012        | \$2,500 00        | Foundation      | 30348                 |
| Georgia Tech Foundation<br>\$15,000 GT CAP Program contribution,<br>payment for Fall 2011 - Spring 2012<br>\$15,000.00                                                                       | 998342                | 3/14/2012       | \$15,000 00       | Foundation      | 30261                 |
| Georgia Tech Foundation<br>\$31,000 general operating support, College<br>Partnership Program<br>\$31,000 00                                                                                 | 998432                | 6/5/2012        | \$31,000 00       | Foundation      | 30329                 |

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| Organization and Project<br>Grant Amount                                                                             | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes                                                     |
|----------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|---------------------------------------------------------------------------|
| Georgia Tech Foundation<br>\$500 contribution for SWE Chapter, HR<br>College Partnership program<br>\$0.00           | 998491                | 7/5/2012        | \$500.00          | Foundation      | 30364                                                                     |
| Georgia Tech Foundation<br>\$500 contribution for NSBE Chapter, HR<br>College Partnership program<br>\$0.00          | 998486                | 7/5/2012        | \$500.00          | Foundation      | 30369                                                                     |
| Georgia Tech Foundation<br>\$15,000 GT CAP Program contribution,<br>payment for Fall 2012-Spring 2013<br>\$15,000.00 | 998564                | 8/5/2012        | \$15,000.00       | Foundation      | 30430                                                                     |
| Georgia Tech Foundation<br>\$500 contribution for NSBE Chapter, HR<br>College Partnership program<br>\$0.00          | 998486                | 12/6/2012       | (\$500.00)        | Foundation      | VOID - 30369<br>Void of Payment [20657] for \$500.00,<br>paid on 7/5/2012 |
| Georgia Tech Foundation<br>\$500 contribution for SWE Chapter, HR<br>College Partnership program<br>\$0.00           | 998491                | 12/6/2012       | (\$500.00)        | Foundation      | VOID - 30364<br>Void of Payment [20662] for \$500.00,<br>paid on 7/5/2012 |
| Hampton University<br>\$14,000 general operating support, College<br>Partnership Program<br>\$14,000.00              | 998431                | 6/5/2012        | \$14,000.00       | Foundation      | 30331                                                                     |
| Hampton University<br>\$500 contribution for NSBE chapter, HR<br>College Partnership program<br>\$500.00             | 998485                | 7/5/2012        | \$500.00          | Foundation      | 30384                                                                     |

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| Organization and Project<br>Grant Amount                                                                                                                               | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes                                                         |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-------------------------------------------------------------------------------|
| <b>Hampton University</b><br>\$500 contribution for SWE Chapter, HR<br>College Partnership program<br>\$500.00                                                         | 998559                | 8/5/2012        | \$500 00          | Foundation      | 30452                                                                         |
| <b>Marshall University Foundation</b><br>\$25,000 general operation support for Bucks<br>for Brains;"Rahall Transportation Institute<br>\$25,000 00                    | 998445                | 6/5/2012        | \$25,000.00       | Foundation      | 30336                                                                         |
| <b>Marshall University Foundation</b><br>\$25,000 general operation support for Bucks<br>for Brains;"Rahall Transportation Institute<br>\$25,000 00                    | 998445                | 12/6/2012       | (\$25,000 00)     | Foundation      | VOID - 30336<br>Void of Payment [20632] for<br>\$25,000.00, paid on 6/5/2012. |
| <b>Marshall University Foundation</b><br>\$25,000 general operation support for Bucks<br>for Brains;"Rahall Transportation Institute<br>\$25,000.00                    | 998445                | 12/6/2012       | \$25,000 00       | Foundation      | 30623<br>Reissue of Payment [20632] for<br>\$25,000 00, paid on 6/5/2012      |
| <b>McMahon Parater Foundation</b><br>\$7,500 contribution/general operating<br>support, formula grant for employee/board<br>member member (Rob Martinez)<br>\$7,500 00 | 998392                | 5/4/2012        | \$7,500.00        | Foundation      | 30305                                                                         |
| <b>Michigan State University</b><br>\$25,000 general operating support, College<br>Partnership Program<br>\$25,000 00                                                  | 998430                | 6/5/2012        | \$25,000.00       | Foundation      | 30333                                                                         |
| <b>Michigan State University</b><br>\$500 contribution to SWE Chapter, HR<br>College Partnership<br>\$500 00                                                           | 998490                | 7/5/2012        | \$500.00          | Foundation      | 30365                                                                         |

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| Organization and Project<br>Grant Amount                                                                                                                       | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| Michigan State University<br>\$500 contribution to NSBE Chapter, HR<br>College Partnership program<br>\$500.00                                                 | 998484                | 7/5/2012        | \$500 00          | Foundation      | 30362                 |
| Michigan Tech University<br>\$20,000 general operating support, College<br>Partnership program<br>\$20,000 00                                                  | 998429                | 6/5/2012        | \$20,000 00       | Foundation      | 30340                 |
| Norfolk State University Foundation<br>\$25,000 contribution for Spartan Crusade for<br>Academic Success program<br>\$25,000 00                                | 998399                | 5/4/2012        | \$25,000.00       | Foundation      | 30316                 |
| Norfolk State University Foundation<br>\$10,000 general operating support, College<br>Partnership Program<br>\$10,000 00                                       | 998433                | 6/5/2012        | \$10,000 00       | Foundation      | 30327                 |
| North Carolina A&T State University<br>\$10,000 general operating support; College<br>Partnership program<br>\$10,000 00                                       | 998434                | 6/5/2012        | \$10,000 00       | Foundation      | 30342                 |
| North Carolina State University Engineering<br>Foundation<br>\$25,000 contribution/general operating<br>support, HR College Partnership program<br>\$25,000.00 | 998481                | 7/5/2012        | \$25,000 00       | Foundation      | 30376                 |
| North Carolina State University Engineering<br>Foundation<br>\$500 contribution for NSBE Chapter support,<br>HR College Partnership program<br>\$500.00        | 998483                | 7/5/2012        | \$500 00          | Foundation      | 30361                 |

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| Organization and Project<br>Grant Amount                                                                                                                                                           | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| North Carolina State University Engineering<br>Foundation<br>\$500 contribution for SWE Chapter, HR<br>College Partnership program<br>\$500.00                                                     | 998489                | 7/5/2012        | \$500.00          | Foundation      | 30363                 |
| Northwestern University<br>\$15,000 contribution/annual support per<br>Transportation Center's Business Advisory<br>Committee<br>\$15,000.00                                                       | 998288                | 3/5/2012        | \$15,000.00       | Foundation      | 30236                 |
| Old Dominion University Educational Foundation<br>\$150,000 5yr pledge to the College of Business<br>& Public Administration in support of the<br>Supply Chain Management Program.<br>\$150,000.00 | 996540                | 8/5/2012        | \$30,000.00       | Foundation      | 30456                 |
| Pennsylvania State University<br>\$500 grant for NSBE Student Chapter<br>Support, HR College Partnership program<br>\$500.00                                                                       | 998482                | 7/5/2012        | \$500.00          | Foundation      | 30380                 |
| Pennsylvania State University<br>\$20,000 contribution/general operating<br>support, HR College Partnership program<br>\$20,000.00                                                                 | 998480                | 7/5/2012        | \$20,000.00       | Foundation      | 30374                 |
| Pennsylvania State University<br>\$500 contribution for SWE Chapter, HR<br>College Partnership program<br>\$500.00                                                                                 | 998558                | 8/5/2012        | \$500.00          | Foundation      | 30451                 |
| Radford University<br>\$1,500 contribution, formula grant for<br>employee/board member (Mike Wray)<br>\$1,500.00                                                                                   | 998757                | 12/5/2012       | \$1,500.00        | Foundation      | 30612                 |



| Organization and Project<br>Grant Amount                                                                                                                                                               | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| <b>Roanoke College</b><br>\$1,500 contribution for formula grant for<br>employee/board member (Joe Carpenter)<br>\$1,500.00                                                                            | 998470                | 7/5/2012        | \$1,500.00        | Foundation      | 30398                 |
| <b>Society of Women Engineers</b><br>\$3,000 general operating support for national<br>organization<br>\$3,000.00                                                                                      | 998360                | 4/9/2012        | \$3,000.00        | Foundation      | 30284                 |
| <b>Southern University</b><br>\$20,000 general operating<br>support/contribution, HR College Partnership<br>program<br>\$20,000.00                                                                     | 998479                | 7/5/2012        | \$20,000.00       | Foundation      | 30373                 |
| <b>Southern University</b><br>\$500 contribution for NSBE Chapter, HR<br>College Partnership program<br>\$500.00                                                                                       | 998560                | 8/5/2012        | \$500.00          | Foundation      | 30438                 |
| <b>Southern University</b><br>\$500 general operating support for SWE<br>Chapter, HR College Partnership program<br>\$500.00                                                                           | 998557                | 8/5/2012        | \$500.00          | Foundation      | 30450                 |
| <b>TCC Educational Foundation/Tidewater<br/>Community College</b><br>\$2,500 contribution/general operating<br>support, formula grant program for<br>employee/board member (Karin Stamy)<br>\$2,500.00 | 998394                | 5/4/2012        | \$2,500.00        | Foundation      | 30312                 |
| <b>Tuskegee University</b><br>\$10,000 College Partnership Funding for<br>2012<br>\$10,000.00                                                                                                          | 998759                | 12/5/2012       | \$10,000.00       | Foundation      | 30614                 |

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| Organization and Project<br>Grant Amount                                                                                                                         | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes                                                        |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|------------------------------------------------------------------------------|
| University of Illinois/University of Illinois<br>Foundation<br>\$30,000 contribution/general operating<br>support. HR College Partnership program<br>\$30,000 00 | 998478                | 7/5/2012        | \$30,000 00       | Foundation      | 30359                                                                        |
| University of Illinois/University of Illinois<br>Foundation<br>\$500 contribution for SWE Chapter, HR<br>College Partnership program<br>\$0 00                   | 998488                | 7/5/2012        | \$500 00          | Foundation      | 30379                                                                        |
| University of Illinois/University of Illinois<br>Foundation<br>\$500 contribution for NSBE Chapter, HR<br>College Partnership program<br>\$0 00                  | 998561                | 8/5/2012        | \$500 00          | Foundation      | 30453                                                                        |
| University of Illinois/University of Illinois<br>Foundation<br>\$500 contribution for NSBE Chapter, HR<br>College Partnership program<br>\$0 00                  | 998561                | 12/6/2012       | (\$500 00)        | Foundation      | VOID - 30453<br>Void of Payment [20746] for \$500 00,<br>paid on 8/5/2012.   |
| University of Illinois/University of Illinois<br>Foundation<br>\$500 contribution for SWE Chapter, HR<br>College Partnership program<br>\$0 00                   | 998488                | 12/6/2012       | (\$500 00)        | Foundation      | VOID - 30379<br>Void of Payment [20672] for \$500 00,<br>paid on 7/5/2012    |
| University of Illinois/University of Illinois<br>Foundation<br>\$30,000 contribution/general operating<br>support. HR College Partnership program<br>\$30,000 00 | 998478                | 12/6/2012       | (\$30,000.00)     | Foundation      | VOID - 30359<br>Void of Payment [20679] for<br>\$30,000.00, paid on 7/5/2012 |

| Organization and Project<br>Grant Amount                                                                                                                         |  | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes                                           |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-----------------------|-----------------|-------------------|-----------------|-----------------------------------------------------------------|
| University of Illinois/University of Illinois<br>Foundation<br>\$30,000 contribution/general operating<br>support, HR College Partnership program<br>\$30,000.00 |  | 998478                | 12/6/2012       | \$30,000.00       | Foundation      | 30620                                                           |
|                                                                                                                                                                  |  |                       |                 |                   |                 | Reissue of Payment [20679] for<br>\$30,000.00, paid on 7/5/2012 |
|                                                                                                                                                                  |  |                       |                 |                   |                 |                                                                 |
| University of Kentucky<br>\$30,000 2-yr pledge for railroad engineering<br>and research projects<br>\$30,000.00                                                  |  | 998246                | 4/9/2012        | \$15,000.00       | Foundation      | 30268                                                           |
|                                                                                                                                                                  |  |                       |                 |                   |                 |                                                                 |
| University of Kentucky<br>\$10,000 contribution/general operating<br>support, HR College Partnership program<br>\$10,000.00                                      |  | 998477                | 7/5/2012        | \$10,000.00       | Foundation      | 30368                                                           |
|                                                                                                                                                                  |  |                       |                 |                   |                 |                                                                 |
| University of Missouri<br>\$500 contribution to SWE Chapter, HR<br>College Partnership<br>\$500.00                                                               |  | 998487                | 7/5/2012        | \$500.00          | Foundation      | 30366                                                           |
|                                                                                                                                                                  |  |                       |                 |                   |                 |                                                                 |
| University of Missouri<br>\$20,000 contribution/general operating<br>support, HR College Partnership program<br>\$20,000.00                                      |  | 998476                | 7/5/2012        | \$20,000.00       | Foundation      | 30367                                                           |
|                                                                                                                                                                  |  |                       |                 |                   |                 |                                                                 |
| University of Missouri<br>\$500 contribution to NSBE Chapter, HR<br>College Partnership program<br>\$500.00                                                      |  | 998562                | 8/5/2012        | \$500.00          | Foundation      | 30444                                                           |
|                                                                                                                                                                  |  |                       |                 |                   |                 |                                                                 |
| University of Pittsburgh<br>\$20,000 contribution/general operating<br>support for HR College partnership program<br>\$20,000.00                                 |  | 998475                | 7/5/2012        | \$20,000.00       | Foundation      | 30385                                                           |
|                                                                                                                                                                  |  |                       |                 |                   |                 |                                                                 |

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| Organization and Project<br>Grant Amount                                                                                                                                                                                                                             | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| <b>University of Pittsburgh</b><br>\$500 general operating support for NSBE<br>Chapter, HR College Partnership program<br>\$500.00                                                                                                                                   | 998563                | 8/5/2012        | \$500 00          | Foundation      | 30428                 |
| <b>University of Pittsburgh</b><br>\$500 general operating support for SWE<br>Chapter, HR College Partnership program<br>\$500 00                                                                                                                                    | 998596                | 9/10/2012       | \$500 00          | Foundation      | 30481                 |
| <b>University of Tennessee</b><br>\$5,000 general operating support in lieu of<br>matching gift payment<br>\$5,000 00                                                                                                                                                | 998435                | 6/5/2012        | \$5,000.00        | Foundation      | 30353                 |
| <b>University of Tennessee</b><br>\$5,000 contribution/general operating<br>support, HR College Partnership program<br>\$10,000.00                                                                                                                                   | 998474                | 7/5/2012        | \$10,000 00       | Foundation      | 30360                 |
| <b>University of Virginia Fund</b><br>\$50,000 over 5 years LTP for operating<br>support of Southwest Virginia Clean Energy<br>R&D Initiative at Southwest Virginia Higher<br>Education Center (pending IRS designation.<br>UVA Fund is fiscal agent)<br>\$50,000.00 | 996976                | 9/10/2012       | \$10,000.00       | Foundation      | 30497                 |
| <b>Virginia Intermont College</b><br>\$2,000 general operating support; Formula<br>grant program for employee/board member<br>(Susan Stuart)<br>\$2,000 00                                                                                                           | 998438                | 6/5/2012        | \$2,000.00        | Foundation      | 30349                 |

| Organization and Project<br>Grant Amount                                                                                                                | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes                                                        |
|---------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|------------------------------------------------------------------------------|
| Virginia Tech Foundation, Inc.<br>\$26,000 general operating support; HR<br>College Partnership program<br>\$26,000 00                                  | 998473                | 7/5/2012        | \$26,000 00       | Foundation      | 30383                                                                        |
| Virginia Tech Foundation, Inc.<br>\$26,000 general operating support; HR<br>College Partnership program<br>\$26,000 00                                  | 998473                | 12/6/2012       | (\$26,000 00)     | Foundation      | VOID - 30383<br>Void of Payment [20668] for<br>\$26,000 00, paid on 7/5/2012 |
| Virginia Tech Foundation, Inc.<br>\$26,000 general operating support; HR<br>College Partnership program<br>\$26,000 00                                  | 998473                | 12/6/2012       | \$26,000 00       | Foundation      | 30621<br>Reissue of Payment [20668] for<br>\$26,000 00, paid on 7/5/2012     |
| Virginia Wesleyan College<br>\$2,500 contribution, formula grant for<br>employee/board member (Deb Butler)<br>\$2,500 00                                | 998644                | 10/3/2012       | \$2,500 00        | Foundation      | 30519                                                                        |
| William & Mary Law School<br>\$120,000 contribution to Legal Skills<br>Program to be paid over 4 years<br>\$120,000 00                                  | 997783                | 5/4/2012        | \$30,000 00       | Foundation      | 30301                                                                        |
| Total A. Operating Grants<br>(62 items)                                                                                                                 |                       |                 | \$516,000 00      |                 |                                                                              |
| <b>B. Capital Grants &amp; Endowments</b><br>Claflin University<br>\$75,000 contribution for capital campaign to<br>be paid over 3 years<br>\$75,000 00 | 997784                | 8/5/2012        | \$25,000 00       | Foundation      | 30419<br>CAPITAL                                                             |

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| Organization and Project<br>Grant Amount                                                                                                                                                             | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| Eastern Virginia Medical School Foundation<br>\$250,000 Challenge Grant, funding over 5<br>year period, \$50,000 per year for capital<br>project, special match for active employees<br>\$249,462 42 | 997660                | 3/5/2012        | \$50,000.00       | Foundation      | 30256<br>CAPITAL      |
| Eastern Virginia Medical School Foundation<br>\$250,000 LTP, Funding over 5 year period,<br>\$50,000 per year for Capital project, first<br>installment in November 2010<br>\$250,000 00             | 997422                | 11/5/2012       | \$50,000 00       | Foundation      | 30535<br>CAPITAL      |
| HACC Foundation<br>\$30,000 contribution/pledge for capital<br>project over two year period for Public Safety<br>Center<br>\$30,000 00                                                               | 997787                | 8/5/2012        | \$15,000 00       | Foundation      | 30418<br>CAPITAL      |
| Roanoke College<br>\$75,000 3-yr LTP for capital improvements to<br>Room 210, business classroom in West Hall<br>\$75,000 00                                                                         | 998251                | 8/5/2012        | \$25,000 00       | Foundation      | 30416<br>CAPITAL      |
| Virginia Wesleyan College<br>\$100,000 4-yr LTP for the capital project and<br>renovation of Blocker Hall at VWC<br>\$100,000 00                                                                     | 998247                | 4/9/2012        | \$25,000.00       | Foundation      | 30267<br>CAPITAL      |
| Total B Capital Grants & Endowments<br>(6 items)                                                                                                                                                     |                       |                 | \$190,000.00      |                 |                       |
| C. State & National Fund Raising<br>Alabama Independent Colleges & Universities<br>\$5,000 contribution/general operating<br>support<br>\$5,000 00                                                   | 998692                | 11/5/2012       | \$5,000.00        | Foundation      | 30578                 |

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| Organization and Project<br>Grant Amount                                                                                | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|-------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| Associated Colleges of Illinois<br>\$5,000 contribution/general operating<br>support<br>\$5,000.00                      | 998693                | 11/5/2012       | \$5,000.00        | Foundation      | 30583                 |
| Association of Independent Colleges & Univ. of<br>PA<br>\$5,000 contribution/general operating<br>support<br>\$5,000.00 | 998694                | 11/5/2012       | \$5,000.00        | Foundation      | 30576                 |
| Georgia Independent College Association<br>\$5,000 contribution/general operating<br>support<br>\$5,000.00              | 998695                | 11/5/2012       | \$5,000.00        | Foundation      | 30547                 |
| Independent College Fund of North Carolina<br>\$5,000 contribution/general operating<br>support<br>\$5,000.00           | 998696                | 11/5/2012       | \$5,000.00        | Foundation      | 30546                 |
| Independent Colleges of Indiana<br>\$5,000 contribution/general operating<br>support<br>\$5,000.00                      | 998697                | 11/5/2012       | \$5,000.00        | Foundation      | 30543                 |
| Missouri Colleges Fund<br>\$5,000 contribution/general operating<br>support<br>\$5,000.00                               | 998698                | 11/5/2012       | \$5,000.00        | Foundation      | 30581                 |
| Ohio Foundation of Independent Colleges, Inc.<br>\$5,000 contribution/general operating<br>support<br>\$5,000.00        | 998699                | 11/5/2012       | \$5,000.00        | Foundation      | 30582                 |

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| Organization and Project<br>Grant Amount                                                                                                      | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|-----------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| South Carolina Independent Colleges and<br>Universities, Inc.<br>\$5,000 contribution/general operating<br>support<br>\$5,000.00              | 998701                | 11/5/2012       | \$5,000.00        | Foundation      | 30550                 |
| Tennessee Independent Colleges and Universities<br>Assn.<br>\$5,000 contribution/general operating<br>support<br>\$5,000.00                   | 998700                | 11/5/2012       | \$5,000.00        | Foundation      | 30579                 |
| Virginia College Fund<br>\$10,000 contribution for scholarships<br>\$10,000.00                                                                | 998466                | 7/5/2012        | \$10,000.00       | Foundation      | 30378                 |
| Virginia Foundation for Independent Colleges<br>\$50,000 contribution/endowment for NS<br>Scholar's program<br>\$50,000.00                    | 998763                | 12/5/2012       | \$50,000.00       | Foundation      | 30599                 |
| West Virginia Independent Colleges and<br>Universities<br>\$5,000 contribution/general operating<br>support<br>\$5,000.00                     | 998702                | 11/5/2012       | \$5,000.00        | Foundation      | 30551                 |
| Total C. State & National Fund Raising<br>(13 items)                                                                                          |                       |                 | \$115,000.00      |                 |                       |
| <u>E. Scholarships &amp; Fellowships</u><br>ACCESS Scholarship Foundation, Inc.<br>\$60,000 general operating support for 2012<br>\$60,000.00 | 998292                | 3/5/2012        | \$60,000.00       | Foundation      | 30231                 |



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| Organization and Project<br>Grant Amount                                                                                                                                 | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| Central Pennsylvania College Education<br>Foundation<br>\$5,000 contribution; HR College Partnership<br>program 2012<br>\$5,000 00                                       | 998598                | 9/10/2012       | \$5,000 00        | Foundation      | 30483                 |
| National Merit Scholarship Corporation<br>\$94,070 contributions for National Merit<br>Scholarship and Norfolk Southern Special<br>Scholarships for 2012<br>\$94,070.00  | 998472                | 7/5/2012        | \$94,070.00       | Foundation      | 30382                 |
| Virginia Institute of Marine Science Foundation<br>\$75,000 contribution/pledge to VIMS for<br>endowment and general operating support<br>\$75,000 00                    | 997785                | 10/3/2012       | \$25,000 00       | Foundation      | 30500                 |
| Total E. Scholarships & Fellowships<br>(4 items)                                                                                                                         |                       |                 | \$184,070.00      |                 |                       |
| <b>F. Youth Education</b><br>Allen County Education Partnership<br>\$2,000 general operating support for literacy<br>program<br>\$2,000 00                               | 998268                | 2/9/2012        | \$2,000.00        | Foundation      | 30217                 |
| Allen County Education Partnership<br>\$2,000 general operating support for literacy<br>program in 2013<br>\$2,000 00                                                    | 998758                | 12/5/2012       | \$2,000.00        | Foundation      | 30613                 |
| Branchville High School FFA Chapter<br>\$1,500 general operating support for<br>RoyleRode Daze Festival, Local Discretion<br>project for Piedmont Division<br>\$1,500 00 | 998448                | 6/5/2012        | \$1,500 00        | Foundation      | 30345                 |

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| Organization and Project<br>Grant Amount                                                                                                                                                                      | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| <b>CHROME</b><br>\$2,000 contribution for general operating<br>support 2012<br>\$2,000 00                                                                                                                     | 998442                | 6/5/2012        | \$2,000.00        | Foundation      | 30326                 |
| <b>Communities in Schools of Jacksonville, Inc.</b><br>\$1,000 contribution for school based literacy<br>tutoring program, Local Discretion project of<br>Georgia Division<br>\$1,000 00                      | 998680                | 10/17/2012      | \$1,000 00        | Foundation      | 30528                 |
| <b>Governor's School for the Arts</b><br>\$4,000 general operating support for Hot<br>Glass Project<br>\$4,000.00                                                                                             | 998221                | 1/11/2012       | \$4,000 00        | Foundation      | 30181                 |
| <b>Junior Achievement of West Virginia and the<br/>Advantage Valley, Inc.</b><br>\$500 contribution/general operating support<br>for programs, Local Discretion project of<br>Pocahontas Division<br>\$500 00 | 998589                | 8/10/2012       | \$500 00          | Foundation      | 30459                 |
| <b>National FFA Foundation</b><br>\$3,375 general operating support for 2012<br>\$3,375 00                                                                                                                    | 998374                | 4/9/2012        | \$3,375 00        | Foundation      | 30297                 |
| <b>Park Place School</b><br>\$12,000 contribution/general operating<br>support for educational therapy program<br>\$12,000 00                                                                                 | 998256                | 2/9/2012        | \$12,000.00       | Foundation      | 30206                 |
| <b>Reading Enriches All Children (REACH) Inc.</b><br>\$5,000 general operating support for<br>2012-2013<br>\$5,000.00                                                                                         | 998765                | 12/5/2012       | \$5,000 00        | Foundation      | 30609                 |

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| Organization and Project<br>Grant Amount                                                                                                                                                                                                         | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| <b>Reading Enriches All Children (REACH) Inc.</b><br>\$5,000 contribution to purchase books for<br>REACH program, year-end funding<br>\$5,000.00                                                                                                 | 998766                | 12/5/2012       | \$5,000.00        | Foundation      | 30607                 |
| <b>STARBASE Victory Foundation</b><br>\$2,500 contribution for general operating<br>support under formula grant for<br>employee/board member (Jack Groder)<br>\$2,500.00                                                                         | 998214                | 1/11/2012       | \$2,500.00        | Foundation      | 30186                 |
| <b>STARBASE Victory Foundation</b><br>\$25,000 pledge to be paid over the course of<br>5yrs First payment of \$5,000 to be paid April<br>2008 AMENDED Apr 2010 to \$40,000;<br>annual payments of \$10,000 for remaining 3<br>yrs<br>\$40,000.00 | 996432                | 4/9/2012        | \$10,000.00       | Foundation      | 30300                 |
| <b>Virginia Capitol Foundation</b><br>\$10,000 contribution of the Executive<br>Mansion's Official Book for Bicentennial of<br>Virginia, books will go to schools in Virginia<br>\$10,000.00                                                     | 998409                | 5/4/2012        | \$10,000.00       | Foundation      | 30306                 |
| <b>Total F: Youth Education</b><br>(14 items)                                                                                                                                                                                                    |                       |                 | \$60,875.00       |                 |                       |
| <b>G. Other</b><br><b>Smart Beginnings South Hampton Roads</b><br>\$25,000 contribution to early childhood<br>educational programs<br>\$25,000.00                                                                                                | 998546                | 8/5/2012        | \$25,000.00       | Foundation      | 30440                 |

| Organization and Project<br>Grant Amount                                                                                                                           | Grant No.<br>Ref. No. | Payment<br>Date                   | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------------------|-------------------|-----------------|-----------------------|
| Virginia Early Childhood Foundation<br>\$50,000 contribution for early childhood<br>education programs in Hampton Roads,<br>Roanoke and SW Virginia<br>\$50,000.00 | 998545                | 8/5/2012                          | \$50,000.00       | Foundation      | 30439                 |
|                                                                                                                                                                    |                       | Total G Other<br>(2 items)        | \$75,000 00       |                 |                       |
|                                                                                                                                                                    |                       | Total 2. EDUCATION<br>(101 items) | \$1,140,945 00    |                 |                       |
| <b>3. MATCHING GIFTS</b>                                                                                                                                           |                       |                                   |                   |                 |                       |
| <b>No Code Specified</b>                                                                                                                                           |                       |                                   |                   |                 |                       |
| JK Group, Inc., Agent for Norfolk Southern<br>Foundation Matching Gift Program<br>\$498,320 payment for 1Q Matching Gift<br>Program Batch 2012<br>\$498,320 00     | 998293                | 3/5/2012                          | \$498,320 00      | Foundation      | 30232                 |
| JK Group, Inc., Agent for Norfolk Southern<br>Foundation Matching Gift Program<br>\$579,495 payment for 2Q Matching Gift<br>Program Batch 2012<br>\$579,495.00     | 998428                | 6/5/2012                          | \$579,495 00      | Foundation      | 30352                 |
| JK Group, Inc., Agent for Norfolk Southern<br>Foundation Matching Gift Program<br>\$312,728 payment for 3Q Matching Gift<br>Program Batch 2012<br>\$312,728.00     | 998599                | 9/10/2012                         | \$312,728 00      | Foundation      | 30484                 |

| Organization and Project<br>Grant Amount                                                                                                                           | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| JK Group, Inc., Agent for Norfolk Southern<br>Foundation Matching Gift Program<br>\$265,794 payment for 4th Q Matching Gift<br>Program, Batch 2012<br>\$265,794.00 | 998753                | 12/5/2012       | \$265,794.00      | Foundation      | 30604                 |
| Total No Code Specified<br>(4 items)                                                                                                                               |                       |                 | \$1,656,337.00    |                 |                       |
| Total 3 MATCHING GIFTS<br>(4 items)                                                                                                                                |                       |                 | \$1,656,337.00    |                 |                       |
| SEE ATTACHMENT B<br>FOR DETAILS                                                                                                                                    |                       |                 |                   |                 |                       |
| <b>4. CULTURE &amp; ARTS</b>                                                                                                                                       |                       |                 |                   |                 |                       |
| <b>A. Music</b>                                                                                                                                                    |                       |                 |                   |                 |                       |
| Academy of Music<br>\$2,500 contribution; general operating<br>support for formula grant for employee/board<br>member (Lindsay Russell)<br>\$2,500.00              | 998471                | 7/5/2012        | \$2,500.00        | Foundation      | 30397                 |
| Academy of Music<br>\$1,250 contribution, formula grant for<br>employee/board member (Rob Kester)<br>\$1,250.00                                                    | 998688                | 11/5/2012       | \$1,250.00        | Foundation      | 30541                 |
| Atlanta Boy Choir, Inc.<br>\$5,000 contribution for scholarship program<br>for the Atlanta Boys Choir<br>\$5,000.00                                                | 998550                | 8/5/2012        | \$5,000.00        | Foundation      | 30454                 |
| Atlanta Opera<br>\$5,000 general operating support for<br>production of The Golden Ticket<br>\$5,000.00                                                            | 998217                | 1/11/2012       | \$5,000.00        | Foundation      | 30198                 |

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| Organization and Project<br>Grant Amount                                                                                                                 | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| <b>Decatur Youth Symphony</b><br>\$2,500 contribution/general operating<br>support of youth music program<br>\$2,500.00                                  | 998269                | 2/9/2012        | \$2,500 00        | Foundation      | 30209                 |
| <b>Mobile Opera</b><br>\$1,000 general operating support for music<br>educational programs<br>\$1,000.00                                                 | 998222                | 1/11/2012       | \$1,000.00        | Foundation      | 30182                 |
| <b>Opera Roanoke</b><br>\$8,735 general operating support for 2012<br>\$8,735 00                                                                         | 998290                | 3/5/2012        | \$8,735 00        | Foundation      | 30221                 |
| <b>Roanoke Symphony</b><br>\$26,410 general operating support for 2012<br>\$26,410 00                                                                    | 998441                | 6/5/2012        | \$26,410.00       | Foundation      | 30344                 |
| <b>Symphonicity League</b><br>\$2,500 contribution/general operating<br>support, formula grant for employee/board<br>member (David Julian)<br>\$2,500.00 | 998395                | 5/4/2012        | \$2,500.00        | Foundation      | 30320                 |
| <b>Virginia Foundation for the Humanities</b><br>\$10,000 contribution to educational<br>workshops at the HoustonFest's Camp<br>Houston<br>\$10,000.00   | 998384                | 4/9/2012        | \$10,000 00       | Foundation      | 30275                 |
| <b>Virginia Opera</b><br>\$72,070 general operating support for 2012<br>\$72,070.00                                                                      | 998443                | 6/5/2012        | \$72,070 00       | Foundation      | 30324                 |

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Part XV – Line 3a

| Organization and Project<br>Grant Amount                                                                                                                    | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| <b>Virginia Opera</b><br>\$70,000 upfront contribution for 2013 funding<br>to assist Va Opera<br>\$70,000.00                                                | 998749                | 11/30/2012      | \$70,000 00       | Foundation      |                       |
| <b>Virginia Symphony</b><br>\$72,070 contribution/general operating<br>support for 2012/2013 season<br>\$72,070 00                                          | 998762                | 12/5/2012       | \$72,070 00       | Foundation      | 30617                 |
| <b>Total A Music</b><br>(13 items)                                                                                                                          |                       |                 | \$279,035 00      |                 |                       |
| <b>B. Museums</b><br><b>Chrysler Museum of Art</b><br>\$475,000 5-year pledge<br>\$475,000 00                                                               | 996531                | 8/5/2012        | \$95,000 00       | Foundation      | 30455                 |
| <b>General Joe Wheeler Home Foundation</b><br>\$2,500 contribution to restore the water tower<br>near NS railroad<br>\$2,500.00                             | 998408                | 5/4/2012        | \$2,500 00        | Foundation      | 30307                 |
| <b>Heritage Farm Foundation</b><br>\$5,000 general operating support for museum<br>\$5,000.00                                                               | 998554                | 8/5/2012        | \$5,000.00        | Foundation      | 30448                 |
| <b>Jamestown-Yorktown Foundation, Inc.</b><br>\$2,500 general operating support, formula<br>grant for employee/board member (Rob<br>Martinez)<br>\$2,500.00 | 998287                | 3/5/2012        | \$2,500 00        | Foundation      | 30235                 |
| <b>Kennesaw Museum Foundation</b><br>\$100,000 4-year LTP, capital support for new<br>library and archives<br>\$100,000.00                                  | 996987                | 9/10/2012       | \$25,000 00       | Foundation      | 30499                 |

CAPITAL

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| Organization and Project<br>Grant Amount                                                                                                                                                      | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| <b>Kennesaw Museum Foundation</b><br>\$10,000 contribution for general operating<br>support for archival staff<br>\$10,000.00                                                                 | 998761                | 12/5/2012       | \$10,000.00       | Foundation      | 30610                 |
| <b>Monticello Railway Museum</b><br>\$3,000 general operating support for Santa<br>Train; Local Discretion project of Illinois<br>Division<br>\$3,000 00                                      | 998449                | 6/5/2012        | \$3,000.00        | Foundation      | 30325                 |
| <b>North Carolina Transportation Museum<br/>Foundation</b><br>\$250,000 5-yr LTP for general operating<br>support of the museum<br>\$250,000 00                                               | 998249                | 7/5/2012        | \$50,000.00       | Foundation      | 30358                 |
| <b>Peninsula Fine Arts Center</b><br>\$25,000 underwriting contribution for show at<br>Taubman Museum of Art in 2013<br>\$25,000 00                                                           | 998764                | 12/5/2012       | \$25,000 00       | Foundation      | 30597                 |
| <b>RAILROAD MUSEUM OF PENNSYLVANIA</b><br>\$1,500 general operating support for the 2012<br>Baron's and Builder's Day Camp; Local<br>Discretion project for Harrisburg Division<br>\$1,500 00 | 998366                | 4/9/2012        | \$1,500 00        | Foundation      | 30283                 |
| <b>Taubman Museum of Art</b><br>\$24,020 general operating support for 2012<br>\$24,020.00                                                                                                    | 998396                | 5/4/2012        | \$24,020 00       | Foundation      | 30319                 |
| <b>Taubman Museum of Art</b><br>\$15,000 contribution to purchase upgraded<br>computer systems<br>\$15,000 00                                                                                 | 998549                | 8/5/2012        | \$15,000 00       | Foundation      | 30437                 |



| Organization and Project<br>Grant Amount                                                                                                                                                                              | Grant No.<br>Ref. No. | Payment<br>Date                                   | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|---------------------------------------------------|-------------------|-----------------|-----------------------|
| Virginia Museum of Contemporary Art<br>\$20,000 contribution for <i>Any Warhol</i><br>exhibition<br>\$20,000.00                                                                                                       | 998220                | 1/11/2012                                         | \$20,000.00       | Foundation      | 30185                 |
| Virginia Museum of Natural History Foundation<br>\$3,500 contribution for general operating in<br>support of railroad mural and educational<br>programs<br>\$3,500.00                                                 | 998551                | 8/5/2012                                          | \$3,500.00        | Foundation      | 30445                 |
| Virginia Museum of Transportation<br>\$50,000 general operating support for 2012<br>\$50,000.00                                                                                                                       | 998440                | 6/5/2012                                          | \$50,000.00       | Foundation      | 30328                 |
|                                                                                                                                                                                                                       |                       | <b>Total B Museums</b><br>(15 items)              | \$332,020.00      |                 |                       |
| <b>C. Public Radio &amp; TV</b><br><b>WHRO</b><br>\$100,000 5-yr. pledge to the <i>WHRO</i><br>Independence capital campaign<br>\$100,000.00                                                                          | 998245                | 4/9/2012                                          | \$20,000.00       | Foundation      | 30269                 |
|                                                                                                                                                                                                                       |                       | <b>Total C. Public Radio &amp; TV</b><br>(1 item) | \$20,000.00       |                 |                       |
| <b>D. Arts Funds or Councils</b><br><b>Alabama Humanities Foundation</b><br>\$5,000 contribution to <i>Journey Stories</i> project<br>presented by Museum on Main Street and<br>Smithsonian Institution<br>\$5,000.00 | 998382                | 4/9/2012                                          | \$5,000.00        | Foundation      | 30277                 |

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| Organization and Project<br>Grant Amount                                                                                                                                                                                  | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-------------------------|
| <b>Business Consortium for Arts Support</b><br>\$41,600 general operating support in 2012 for<br>small arts organizations<br>\$41,600 00                                                                                  | 998370                | 4/9/2012        | \$41,600 00       | Foundation      | 30293                   |
| <b>Total D. Arts Funds or Councils</b><br>(2 items)                                                                                                                                                                       |                       |                 | \$46,600.00       |                 |                         |
| <b>E. Theatres</b><br><b>Friends of the Strand</b><br>\$1,000 contribution to renovation costs of<br>Strand Theatre and cultural center for Cobb<br>County, Local Discretion project of Georgia<br>Division<br>\$1,000 00 | 998578                | 8/5/2012        | \$1,000 00        | Foundation      | 30435<br><i>Capitol</i> |
| <b>Mill Mountain Theatre</b><br>\$10,000 in general operating support for 2012<br>\$10,000.00                                                                                                                             | 998649                | 10/3/2012       | \$10,000.00       | Foundation      | 30516                   |
| <b>Virginia Stage Company</b><br>\$72,070 general operating support for 2012<br>\$72,070 00                                                                                                                               | 998468                | 7/5/2012        | \$72,070.00       | Foundation      | 30375                   |
| <b>Total E. Theatres</b><br>(3 items)                                                                                                                                                                                     |                       |                 | \$83,070.00       |                 |                         |
| <b>F. Cultural Centers</b><br><b>Hampton Arts Foundation</b><br>\$25,000 pledge to be paid over 5yrs<br>\$5,000 to be paid April 2008<br>\$25,000 00                                                                      | 996439                | 4/9/2012        | \$5,000.00        | Foundation      | 30299                   |

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| Organization and Project<br>Grant Amount                                                                                                                                | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| Jefferson Center<br>\$10,000 general operating support for the Don<br>Pullen Project<br>\$10,000.00                                                                     | 998218                | 1/11/2012       | \$10,000.00       | Foundation      | 30189                 |
| Sandler Center for the Performing Arts<br>Foundation<br>\$50,000 5-yr pledge in support of Sandler<br>Center for the Performing Arts capital<br>campaign<br>\$50,000.00 | 996349                | 1/11/2012       | \$10,000.00       | Foundation      | 30178<br>Capital      |
| Unity Performing Arts Foundation, INC<br>\$500 contribution/general operating support;<br>Local Discretion project of Lake Division<br>\$500.00                         | 998498                | 7/5/2012        | \$500.00          | Foundation      | 30387                 |
| Western Virginia Foundation for the Arts &<br>Sciences<br>\$30,030 general operating support for 2012<br>\$30,030.00                                                    | 998369                | 4/9/2012        | \$30,030.00       | Foundation      | 30292                 |
| Western Virginia Foundation for the Arts &<br>Sciences<br>\$10,000 contribution for purchase of new<br>screen for new lobby<br>\$10,000.00                              | 998548                | 8/5/2012        | \$10,000.00       | Foundation      | 30443<br>Capital      |
| Western Virginia Foundation for the Arts &<br>Sciences<br>\$100,000 five-year pledge for capital<br>renovation of Center in the Square<br>\$100,000.00                  | 997360                | 11/5/2012       | \$20,000.00       | Foundation      | 30537<br>Capital      |

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| Organization and Project<br>Grant Amount                                                               | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|--------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| <b>Woodruff Arts Center</b>                                                                            | 998427                | 5/23/2012       | \$25,000 00       | Foundation      | 30322                 |
| \$25,000 contribution to assist with year-end deficit, general operating support                       |                       |                 |                   |                 |                       |
| \$25,000 00                                                                                            |                       |                 |                   |                 |                       |
| <b>Woodruff Arts Center</b>                                                                            | 998645                | 10/3/2012       | \$27,300 00       | Foundation      | 30520                 |
| \$27,300 contribution/general operating support for 2012                                               |                       |                 |                   |                 |                       |
| \$27,300 00                                                                                            |                       |                 |                   |                 |                       |
| <b>Total F. Cultural Centers</b>                                                                       |                       |                 | \$137,830 00      |                 |                       |
| (9 items)                                                                                              |                       |                 |                   |                 |                       |
| <b>H. Libraries</b>                                                                                    |                       |                 |                   |                 |                       |
| <b>Craft Memorial Library</b>                                                                          | 998502                | 7/5/2012        | \$500.00          | Foundation      | 30411                 |
| \$500 contribution for summer reading program, Local Discretion project of Pocahontas Division         |                       |                 |                   |                 |                       |
| \$500.00                                                                                               |                       |                 |                   |                 |                       |
| <b>Slover Library Foundation</b>                                                                       | 998250                | 8/5/2012        | \$50,000 00       | Foundation      | 30417                 |
| \$250,000 5 yr LTP for the capital campaign for the Col. Samuel L. Slover Library                      |                       |                 |                   |                 | Cap 1550              |
| \$250,000 00                                                                                           |                       |                 |                   |                 |                       |
| <b>University of Missouri - St. Louis/Barriger Library</b>                                             | 998244                | 4/9/2012        | \$10,000 00       | Foundation      | 30266                 |
| \$30,000 3-yr, LTP in support of the Barriger Library's efforts to digitize railroad historical photos |                       |                 |                   |                 |                       |
| \$30,000 00                                                                                            |                       |                 |                   |                 |                       |
| <b>Total H. Libraries</b>                                                                              |                       |                 | \$60,500 00       |                 |                       |
| (3 items)                                                                                              |                       |                 |                   |                 |                       |
| <b>I. Other</b>                                                                                        |                       |                 |                   |                 |                       |

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| Organization and Project<br>Grant Amount                                                                                                                                                       | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| <b>Archtreasures</b><br>\$5,000 general contribution for support of<br>archtreasures mission<br>\$5,000 00                                                                                     | 998555                | 8/5/2012        | \$5,000 00        | Foundation      | 30449                 |
| <b>Colonial Williamsburg Foundation</b><br>\$25,000 contribution for the So Far from<br>Scioto program with CIW<br>\$25,000.00                                                                 | 998368                | 4/9/2012        | \$25,000 00       | Foundation      | 30291                 |
| <b>The Corporation for Thomas Jefferson's Poplar<br/>Forest</b><br>\$5,000 contribution for the Hands on History<br>program for K - 5th graders<br>\$5,000 00                                  | 998375                | 4/9/2012        | \$5,000.00        | Foundation      | 30289                 |
| <b>George Washington Foundation</b><br>\$15,000 general operating support<br>\$15,000.00                                                                                                       | 998383                | 4/9/2012        | \$15,000.00       | Foundation      | 30276                 |
| <b>Governor's School for the Arts</b><br>\$50,000 LTP for capital project for new GSA<br>building in Norfolk<br>\$50,000.00                                                                    | 998746                | 12/5/2012       | \$25,000 00       | Foundation      | 30618<br>Capital      |
| <b>Mill Mountain Zoo</b><br>\$4,550 general operating support for track<br>and train maintenance in 2012<br>\$4,550 00                                                                         | 998439                | 6/5/2012        | \$4,550.00        | Foundation      | 30351                 |
| <b>Randolph County Historical Society</b><br>\$1,000 capital project to repaint and repair<br>roof on Pullman Car, The Indiana; Local<br>Discretion project of Illinois Division<br>\$1,000 00 | 998367                | 4/9/2012        | \$1,000 00        | Foundation      | 30290<br>Capital      |

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| Organization and Project<br>Grant Amount                                                                                                                             | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| <b>Toledo Zoological Society</b><br>\$2,000 contribution/general operating<br>support of zoo, Local Discretion project of<br>Dearborn Division<br>\$2,000.00         | 998569                | 8/5/2012        | \$2,000 00        | Foundation      | 30426                 |
| <b>Virginia Arts Festival</b><br>\$72,070 general operating support for 2012<br>festival<br>\$72,070 00                                                              | 998258                | 2/9/2012        | \$72,070 00       | Foundation      | 30218                 |
| <b>Virginia Arts Festival</b><br>\$250,000 challenge grant (5 yrs) for<br>employee/retiree gifts from<br>11/01/2007-10/31/2008<br>\$250,000 00                       | 996651                | 11/5/2012       | \$50,000 00       | Foundation      | 30592                 |
| <b>Virginia Zoological Society</b><br>\$25,000 general operating support of the zoo<br>train for 2012<br>\$25,000 00                                                 | 998257                | 2/9/2012        | \$25,000 00       | Foundation      | 30207                 |
| <b>Wentzville, (City of) Missouri</b><br>\$2,500 contribution for support of Wabash<br>Days Festival, Local Discretion project of<br>Illinois Division<br>\$2,500 00 | 998312                | 3/5/2012        | \$2,500 00        | Foundation      | 30229                 |
| <b>Young Audiences Arts for Learning of Atlanta</b><br>\$15,000 in general operating support for<br>smART start program<br>\$15,000 00                               | 998469                | 7/5/2012        | \$15,000.00       | Foundation      | 30371                 |
| <b>Young Audiences Arts for Learning of Atlanta</b><br>\$2,500 contribution, formula grant for<br>employee/board member (Fred Ehlers)<br>\$2,500 00                  | 998756                | 12/5/2012       | \$2,500 00        | Foundation      | 30611                 |

| Organization and Project<br>Grant Amount                                                                                                                  |  | Grant No.<br>Ref. No. | Payment<br>Date              | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------|--|-----------------------|------------------------------|-------------------|-----------------|-----------------------|
| Young Audiences Arts for Learning of Virginia<br>\$2,500 contribution for 'Arts for Learning<br>Literacy Project"                                         |  | 998553                | 8/5/2012                     | \$2,500 00        | Foundation      | 30447                 |
| Zoo Atlanta<br>\$90,000 contribution for capital improvements<br>to Zoo Express train pavillion                                                           |  | 998639                | 11/5/2012                    | \$30,000.00       | Foundation      | 30536<br>CAP 1522     |
|                                                                                                                                                           |  |                       | Total 1 Other<br>(16 items)  | \$282,120.00      |                 |                       |
|                                                                                                                                                           |  | Total 4               | CULTURE & ARTS<br>(62 items) | \$1,241,175 00    |                 |                       |
| 5. CIVIC & COMMUNITY                                                                                                                                      |  |                       |                              |                   |                 |                       |
| A. Community Improvement                                                                                                                                  |  |                       |                              |                   |                 |                       |
| BeltLine (The) Partnership<br>\$100,000 over 5 years for project to expand<br>greenspace, expand transit opportunities,<br>enhance community environments |  | 996705                | 12/5/2012                    | \$20,000 00       | Foundation      | 30619                 |
|                                                                                                                                                           |  |                       |                              |                   |                 |                       |
| Delaware City (City of), DE<br>\$3,000 contribution for Senior Center in<br>Delaware City; Local Discretion request of old<br>business units              |  | 998771                | 12/5/2012                    | \$3,000.00        | Foundation      | 30601                 |
|                                                                                                                                                           |  |                       |                              |                   |                 |                       |
| Greater Bluefield Community Center<br>\$50,000 Commitment for capital renovations<br>and upgrades to community center to be paid<br>over 5 years          |  | 997449                | 8/5/2012                     | \$10,000 00       | Foundation      | 30415                 |
|                                                                                                                                                           |  |                       |                              |                   |                 |                       |

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| Organization and Project<br>Grant Amount                                                                                                                                                   | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| Mullens, (City of) WV<br>\$1,500 contribution to purchase lawn care<br>machinery to upkeep of town. Local Discretion<br>project of Pocahontas Division<br>\$1,500.00                       | 998567                | 8/5/2012        | \$1,500.00        | Foundation      | 30424<br>Copy         |
| Virginia Business Higher Education Council<br>\$30,000 LTP over three years for Grow By<br>Degrees"<br>\$30,000.00                                                                         | 998638                | 11/5/2012       | \$10,000.00       | Foundation      | 30539                 |
| Volunteer Hampton Roads<br>\$25,000 5-yr LTP for Anniversary Capital<br>Campaign<br>\$25,000.00                                                                                            | 996373                | 2/9/2012        | \$5,000.00        | Foundation      | 30220<br>Copy         |
| Total A. Community Improvement<br>(6 items)                                                                                                                                                |                       |                 | \$49,500.00       |                 |                       |
| <b>B. Environment &amp; Ecology</b><br>The American Chestnut Foundation<br>\$25,000 contribution for reforestation of<br>abandoned mines in NS territory (KY, WV and<br>PA)<br>\$25,000.00 | 998467                | 7/5/2012        | \$25,000.00       | Foundation      | 30377                 |
| Audubon South Carolina<br>\$10,000 contribution for the Habitat<br>Conservation program<br>\$10,000.00                                                                                     | 998371                | 4/9/2012        | \$10,000.00       | Foundation      | 30294                 |
| Chesapeake Bay Foundation<br>\$25,000 general operating support for<br>educational programming<br>\$25,000.00                                                                              | 998464                | 6/27/2012       | \$25,000.00       | Foundation      | 30356                 |



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| Organization and Project<br>Grant Amount                                                                                                       | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes                                                          |
|------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|--------------------------------------------------------------------------------|
| <b>Chesapeake Bay Foundation</b><br>\$25,000 general operating support for<br>educational programming<br>\$25,000 00                           | 998464                | 6/29/2012       | (\$25,000 00)     | Foundation      | VOID - 30356<br>Void of Payment [20651] for<br>\$25,000.00, paid on 6/27/2012. |
| <b>Chesapeake Bay Foundation</b><br>\$25,000 general operating support for<br>educational programming<br>\$25,000 00                           | 998464                | 6/29/2012       | \$25,000 00       | Foundation      | 30357<br>Reissue of Payment [20651] for<br>\$25,000 00, paid on 6/27/2012      |
| <b>Elizabeth River Project</b><br>\$25,000 contribution for general operating<br>support<br>\$25,000 00                                        | 998552                | 8/5/2012        | \$25,000 00       | Foundation      | 30446                                                                          |
| <b>The Longleaf Alliance, Inc.</b><br>\$25,000 contribution for research project to<br>develop growth models for longleaf pines<br>\$50,000.00 | 997929                | 2/9/2012        | \$25,000 00       | Foundation      | 30201                                                                          |
| <b>Lowcountry Open Land Trust</b><br>\$10,000 contribution for the Wildlife<br>Corridors Conservation Program<br>\$10,000.00                   | 998372                | 4/9/2012        | \$10,000 00       | Foundation      | 30295                                                                          |
| <b>The Nature Conservancy of Virginia</b><br>\$25,000 general operating support for the<br>Virginia program<br>\$25,000 00                     | 998690                | 11/5/2012       | \$25,000 00       | Foundation      | 30542                                                                          |
| <b>The Nature Conservancy of Virginia</b><br>\$25,000 contribution for the Great Dismal<br>Swamp Refuge restoration project<br>\$25,000 00     | 998691                | 11/5/2012       | \$25,000 00       | Foundation      | 30554<br>CAP 1500                                                              |

| Organization and Project<br>Grant Amount                                                                                                                                                      | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes                                                                        |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|----------------------------------------------------------------------------------------------|
| <b>Piedmont Park Conservancy</b><br>\$10,000 in general operating support<br>\$10,000.00                                                                                                      | 998381                | 4/9/2012        | \$10,000.00       | Foundation      | 30278                                                                                        |
| <b>Powell River Project - Virginia Tech</b><br>\$10,000 general operating support for 2012<br>\$10,000.00                                                                                     | 998291                | 3/5/2012        | \$10,000.00       | Foundation      | 30230                                                                                        |
| <b>Shenandoah National Park Trust</b><br>\$10,000 general operating support for 2012<br>\$10,000.00                                                                                           | 998259                | 2/9/2012        | \$10,000.00       | Foundation      | 30208                                                                                        |
| <b>Total B Environment &amp; Ecology<br/>(13 items)</b>                                                                                                                                       |                       |                 | \$200,000.00      |                 |                                                                                              |
| <b>C. Justice &amp; Law</b><br><b>Baden (PA) Police Department</b><br>\$1,000 contribution, Local Discretion project<br>of Pittsburgh Division<br>\$1,000.00                                  | 998659                | 10/3/2012       | \$1,000.00        | Foundation      | 30512                                                                                        |
| <b>Bluefield (City of), WV</b><br>\$1,000 contribution to purchase of new high<br>visibility lightbar for police department, Local<br>Discretion project of Pocahontas Division<br>\$1,000.00 | 998495                | 7/5/2012        | \$1,000.00        | Foundation      | 30409<br><i>Copy 1</i>                                                                       |
| <b>Bluefield (City of), WV</b><br>\$1500 contribution for purchase of new K9<br>dog for police department; Local discretion<br>project for Pocahontas division<br>\$0.00                      | 997876                | 7/26/2012       | (\$1,500.00)      | Foundation      | VOID - 29897<br>Void of Payment [19958] for \$1,500.00,<br>paid on 5/5/2011<br><i>Copy 1</i> |
| <b>Borough of Freedom Police Department</b><br>\$1,000 contribution to Police Department;<br>Local Discretion grant for Pittsburgh Division<br>\$1,000.00                                     | 998651                | 10/3/2012       | \$1,000.00        | Foundation      | 30517                                                                                        |

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|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| <b>Brownsville PA Borough</b><br>\$1,000 general contribution to borough,<br>Local Discretion project of Pittsburgh<br>\$1,000.00                                                       | 998684                | 10/17/2012      | \$1,000.00        | Foundation      | 30532                 |
| <b>Centre (City of) Alabama</b><br>\$1,000 contribution for Police Department for<br>drug prevention program in schools, Local<br>Discretion program for Alabama Division<br>\$1,000.00 | 998320                | 3/5/2012        | \$1,000.00        | Foundation      | 30253                 |
| <b>City of Rock Hill</b><br>\$500 contribution/general operating support<br>for Rock Hill SC PD, Local Discretion project<br>of Piedmont Division<br>\$500.00                           | 998265                | 2/9/2012        | \$500.00          | Foundation      | 30214                 |
| <b>Conway Borough Police Department</b><br>\$1,000 contribution, Local Discretion project<br>of Pittsburgh<br>\$1,000.00                                                                | 998658                | 10/3/2012       | \$1,000.00        | Foundation      | 30501                 |
| <b>Cordova, (City Of) Alabama</b><br>\$1,000 contribution for the Police Department<br>to purchase new radar equipment; Local<br>Discretion project Alabama Division<br>\$1,000.00      | 998318                | 3/5/2012        | \$1,000.00        | Foundation      | 30251                 |
| <b>Derry Borough Police Department</b><br>\$1,000 contribution, Local Discretion project<br>of Pittsburgh Division<br>\$1,000.00                                                        | 998657                | 10/3/2012       | \$1,000.00        | Foundation      | 30522                 |
| <b>Economy Borough Police Department</b><br>\$1,000 contribution, Local Discretion project<br>for Pittsburgh Division<br>\$1,000.00                                                     | 998656                | 10/3/2012       | \$1,000.00        | Foundation      | 30523                 |

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| Organization and Project<br>Grant Amount                                                                                                                                                               | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| <b>Elkhart (IN) City Police Department</b><br>\$2,000 contribution for Night Out Against<br>Crime; Local Discretion project of Dearborn<br>Division<br>\$2,000.00                                      | 998572                | 8/5/2012        | \$2,000.00        | Foundation      | 30429                 |
| <b>Erlanger, (City of) Kentucky</b><br>\$500 contribution/general operating support<br>for Police Department, Local Discretion<br>request for Central Division<br>\$500.00                             | 998514                | 7/5/2012        | \$500.00          | Foundation      | 30403                 |
| <b>Harmony Township Police Department</b><br>\$1,000 contribution, Local Discretion project<br>for Pittsburgh Division<br>\$1,000.00                                                                   | 998665                | 10/3/2012       | \$1,000.00        | Foundation      | 30508                 |
| <b>Heflin, (City of) Alabama</b><br>\$1,000 contribution for purchase of in-car<br>cameras for the Police Department, Local<br>Discretion project of Alabama Division<br>\$1,000.00                    | 998315                | 3/5/2012        | \$1,000.00        | Foundation      | 30248<br>Cap. on      |
| <b>Irondale, (City of) Alabama</b><br>\$1,000 General operating support for<br>technology updates for Police Department,<br>Local Discretion project for Alabama Division<br>\$1,000.00                | 998337                | 3/14/2012       | \$1,000.00        | Foundation      | 30264                 |
| <b>Jacksonville, (City of) Alabama</b><br>\$2,000 contribution to the Police Department<br>to assist PD in creating a CSI response unit,<br>Local Discretion project of Alabama Division<br>\$2,000.00 | 998321                | 3/5/2012        | \$2,000.00        | Foundation      | 30238                 |

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| Organization and Project<br>Grant Amount                                                                                                                                                            | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| <b>Latrobe, Pennsylvania (City of)</b><br>\$1,000 contribution for general operating<br>support of police department, Local Discretion<br>grant for Pittsburgh Division<br>\$1,000 00               | 998652                | 10/3/2012       | \$1,000 00        | Foundation      | 30504                 |
| <b>Legal Aid Society of Eastern Virginia</b><br>\$5,000 contribution/general operating<br>support, Formula grant program for<br>employee/board member - Randy Noe<br>\$5,000 00                     | 998355                | 4/9/2012        | \$5,000.00        | Foundation      | 30271                 |
| <b>Macon (County Of), IL</b><br>\$1,500 contribution for construction of new<br>Weapons Qualification Range for Sheriff's<br>Office; Local Discretion project of Illinois<br>Division<br>\$1,500 00 | 998455                | 6/5/2012        | \$1,500 00        | Foundation      | 30350<br>Copy 1, 2A   |
| <b>New Holland Borough, PA</b><br>\$1,500 contribution to purchase in car video<br>systems for police department, Local<br>Discretion project Harrisburg Division<br>\$1,500 00                     | 998504                | 7/5/2012        | \$1,500 00        | Foundation      | 30396<br>Copy 1, 2A   |
| <b>Norfolk and Portsmouth Bar Association<br/>Foundation</b><br>\$2,500 contribution, formula grant for<br>employee/board member (Greg Summy)<br>\$2,500 00                                         | 998755                | 12/5/2012       | \$2,500.00        | Foundation      | 30608                 |
| <b>Rhodell (Town Of), WV</b><br>\$1,000 contribution for general operating<br>expenses of Police Department, Local<br>Discretion project of Pocahontas Division<br>\$1,000 00                       | 998591                | 8/10/2012       | \$1,000.00        | Foundation      | 30461                 |

| Organization and Project<br>Grant Amount                                                                                                                                                                          | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-------------------------------------------------------------------------------|
| <b>Ringgold (City of), GA</b><br>\$3000 contribution for purchase of equipment<br>for disaster preparedness vehicle for Police<br>Department; Local Discretion project of<br>Georgia Division<br>\$3,000 00       | 998590                | 8/10/2012       | \$3,000 00        | Foundation      | 30460                                                                         |
| <b>Roanoke IN Police Department</b><br>\$1,000 contribution for purchase of emergency<br>lighting; Local Discretion project of Lake<br>Division<br>\$1,000.00                                                     | 998683                | 10/17/2012      | \$1,000 00        | Foundation      | 30531                                                                         |
| <b>Rochester (PA) Police Department</b><br>\$1000 contribution, general operating<br>support, Local Discretion program for<br>Pittsburgh<br>\$0 00                                                                | 997644                | 4/19/2012       | (\$1,000.00)      | Foundation      | VOID - 29740<br>Void of Payment [19715] for \$1,000 00.<br>paid on 12/8/2010. |
| <b>Rochester (PA) Police Department</b><br>\$1,000 contribution; Local Discretion project<br>of Pittsburgh Division<br>\$1,000 00                                                                                 | 998661                | 10/3/2012       | \$1,000 00        | Foundation      | 30511                                                                         |
| <b>Silver Lake, (Town Of) Indiana</b><br>\$1,000 contribution for purchase of equipment<br>and transportation cost of Humvee for Police<br>Department, Local Discretion project of Lake<br>Division<br>\$1,000.00 | 998341                | 3/14/2012       | \$1,000 00        | Foundation      | 30262<br>Cnp 15A                                                              |
| <b>Soddy-Daisy (City of)</b><br>\$500 contribution, general operating support<br>for Police Department, Local Discretion<br>project of Central Division<br>\$500.00                                               | 998517                | 7/5/2012        | \$500 00          | Foundation      | 30410                                                                         |

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| Organization and Project<br>Grant Amount                                                                                                                     | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| <b>Syracuse (Town of), IN</b><br>\$2,000 contribution for maintenance of<br>training range, Local Discretion project of<br>Dearborn Division<br>\$2,000 00   | 998573                | 8/5/2012        | \$2,000 00        | Foundation      | 30421                 |
| <b>Village of Stonington</b><br>\$1,000 contribution to new police department<br>building, Local Discretion project of Illinois<br>Division<br>\$1,000.00    | 998453                | 6/5/2012        | \$1,000.00        | Foundation      | 30343                 |
| <b>Total C. Justice &amp; Law</b><br>(31 items)                                                                                                              |                       |                 | \$36,500.00       |                 |                       |
| <b>F. Other</b><br><b>Altoona (City of), PA</b><br>\$1,000 contribution to Fire Department, Local<br>Discretion project of Pittsburgh Division<br>\$1,000.00 | 998663                | 10/3/2012       | \$1,000.00        | Foundation      | 30515                 |
| <b>Borough of Baden, PA</b><br>\$1,000 contribution for Volunteer Fire<br>Department, Local Discretion project of<br>Pittsburgh<br>\$1,000 00                | 998655                | 10/3/2012       | \$1,000.00        | Foundation      | 30507                 |
| <b>Bradley (County of), TN</b><br>\$500 contribution/general operating support<br>for training, Local Discretion funding for<br>Central Division<br>\$500.00 | 998510                | 7/5/2012        | \$500 00          | Foundation      | 30395                 |

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| Organization and Project<br>Grant Amount                                                                                                                                                              | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| <b>Citizens Fire Company Number 1 of Palmyra, PA</b><br>\$3,000 contribution for training exercises,<br>Local Discretion request of Harrisburg<br>Division<br>\$3,000.00                              | 998760                | 12/5/2012       | \$3,000.00        | Foundation      | 30616                 |
| <b>City of Sharonville (Firemen's Fund)</b><br>\$500 contribution/general operating support<br>for Fire Department; Local Discretion project<br>of Central Division<br>\$500.00                       | 998650                | 10/3/2012       | \$500.00          | Foundation      | 30514                 |
| <b>Cleveland (City of), TN</b><br>\$500 contribution/general operating support<br>for training for Fire Department, Local<br>Discretion request for Central Division<br>\$500.00                      | 998512                | 7/5/2012        | \$500.00          | Foundation      | 30386                 |
| <b>Cordova, (City of) Alabama</b><br>\$1,000 contribution for Volunteer Fire<br>Department to purchase or upgrade turn out<br>gear, Local Discretion project of Alabama<br>Division<br>\$1,000.00     | 998317                | 3/5/2012        | \$1,000.00        | Foundation      | 30250                 |
| <b>East Pennsboro Ambulance Service, Inc.</b><br>\$1,000 contribution/general operating<br>support for EMS organization; Local<br>Discretion funding request for Harrisburg<br>Division<br>\$1,000.00 | 998503                | 7/5/2012        | \$1,000.00        | Foundation      | 30391                 |
| <b>Erlanger, (City of) Kentucky</b><br>\$500 contribution for general operating<br>support of Fire Department; Local Discretion<br>project of Central Division<br>\$500.00                            | 998574                | 8/5/2012        | \$500.00          | Foundation      | 30431                 |



| Organization and Project<br>Grant Amount                                                                                                                                                                    | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes   |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-------------------------|
| Evington Volunteer Fire & EMS Department<br>\$2,000 contribution to help build new<br>firehouse. Local Discretion grant for Piedmont<br>Division<br>\$2,000.00                                              | 998505                | 7/5/2012        | \$2,000.00        | Foundation      | 30402<br><i>Capitol</i> |
| Forest Hills Area Ambulance Service<br>\$500 contribution, Local Discretion project of<br>Pittsburgh<br>\$500 00                                                                                            | 998660                | 10/3/2012       | \$500 00          | Foundation      | 30524                   |
| Gaffney (City of), SC<br>\$2,000 contribution for purchase of hazmat<br>spill response trailer, Local Discretion project<br>of Piedmont Division<br>\$2,000.00                                              | 998456                | 6/5/2012        | \$2,000.00        | Foundation      | 30330<br><i>Capitol</i> |
| Gate City Volunteer Fire Department<br>\$1,000 contribution for training maze for fire<br>department, Local Discretion project for<br>Central Division<br>\$1,000 00                                        | 998507                | 7/5/2012        | \$1,000 00        | Foundation      | 30389                   |
| Harriman (City of), TN<br>\$500 contribution to purchase a four-wheel<br>drive emergency vehicle, Local Discretion<br>project of Central Division<br>\$500 00                                               | 998509                | 7/5/2012        | \$500.00          | Foundation      | 30394<br><i>Capitol</i> |
| Heflin, (City of) Alabama<br>\$1,000 contribution to purchase new roll-up<br>doors for the fire hall of the Heflin Volunteer<br>Fire Department; Local Discretion project<br>Alabama Division<br>\$1,000 00 | 998316                | 3/5/2012        | \$1,000.00        | Foundation      | 30249<br><i>Capitol</i> |

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| Organization and Project<br>Grant Amount                                                                                                                                                                      | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| <b>Irondale, (City of) Alabama</b><br>\$1,000 contribution for Fire Department to<br>purchase hazardous material response<br>materials. Local Discretion project of Alabama<br>Division<br>\$1,000.00         | 998319                | 3/5/2012        | \$1,000 00        | Foundation      | 30252                 |
| <b>Jackson, (City of) Alabama</b><br>\$1,000 contribution for capital project for new<br>fire station for Jackson Volunteer Fire<br>Department. Local Discretion project of<br>Alabama Division<br>\$1,000 00 | 998311                | 3/5/2012        | \$1,000 00        | Foundation      | 30244                 |
| <b>Kenney Fire Protection District</b><br>\$500 contribution for purchase of fire<br>detectors and CO monitors. Local Discretion<br>project of Illinois Division<br>\$500 00                                  | 998314                | 3/5/2012        | \$500.00          | Foundation      | 30254                 |
| <b>Knox Volunteer Fire Company</b><br>\$1,000 contribution. Local Discretion project<br>of Pittsburgh Division<br>\$500 00                                                                                    | 998664                | 10/3/2012       | \$500.00          | Foundation      | 30509                 |
| <b>Knoxville Volunteer Emergency Rescue Squad</b><br>\$500 contribution/general operating support.<br>Local Discretion project of Central Division<br>\$500 00                                                | 998508                | 7/5/2012        | \$500 00          | Foundation      | 30392                 |
| <b>Leadership Georgia Foundation, Inc.</b><br>\$5,000 contribution to statewide leadership<br>organization<br>\$5,000 00                                                                                      | 998735                | 11/5/2012       | \$5,000 00        | Foundation      | 30559                 |

| Organization and Project<br>Grant Amount                                                                                                                                         | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes                                                       |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------------------------------------------------------------|
| Norfolk Southern Foundation<br>52-1328375                                                                                                                                        |                       |                 |                   |                 |                                                                             |
| Local Colors of Southwest VA<br>\$10,000 general operating support of 2012<br>Local Colors Event<br>\$10,000.00                                                                  | 998289                | 3/5/2012        | \$10,000.00       | Foundation      | 30247                                                                       |
| Logan Township United Fire Department<br>\$1,000 contribution, Local Discretion project<br>of Pittsburgh Division<br>\$1,000.00                                                  | 998662                | 10/3/2012       | \$1,000.00        | Foundation      | 30510                                                                       |
| Mount Zion Fire Protection District<br>\$1,500 contribution for purchase of cold<br>weather ice rescue suits, Local Discretion<br>project of Illinois Division<br>\$1,500.00     | 998457                | 6/5/2012        | \$1,500.00        | Foundation      | 30332                                                                       |
| Mount Zion Fire Protection District<br>\$1,500 contribution for purchase of cold<br>weather ice rescue suits, Local Discretion<br>project of Illinois Division<br>\$1,500.00     | 998457                | 8/1/2012        | (\$1,500.00)      | Foundation      | VOID - 30332<br>Void of Payment [20636] for \$1,500.00,<br>paid on 6/5/2012 |
| Mount Zion Fire Protection District<br>\$1,500 contribution for purchase of cold<br>weather ice rescue suits, Local Discretion<br>project of Illinois Division<br>\$1,500.00     | 998457                | 8/5/2012        | \$1,500.00        | Foundation      | 30420<br>Reissue of Payment [20636] for<br>\$1,500.00. paid on 6/5/2012     |
| New Bern (City Of), NC<br>\$3,000 contribution to Fire-Rescue for smoke<br>alarm program for elderly and low-income,<br>Local Discretion project of Business Units<br>\$3,000.00 | 998738                | 11/5/2012       | \$3,000.00        | Foundation      | 30549                                                                       |



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| Organization and Project<br>Grant Amount                                                                                                                                                              | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| <b>Piperton (City of), TN</b><br>\$2,000 contribution for Fire Department,<br>upgrade of emergency scene lights; Local<br>Discretion project of Alabama Division<br>\$2,000.00                        | 998666                | 10/3/2012       | \$2,000.00        | Foundation      | 30513                 |
| <b>Princeton Rescue Squad</b><br>\$2,500 contribution/general operating<br>support for EMTs and Squad, Local Discretion<br>project of Pocahontas Division<br>\$2,500.00                               | 998452                | 6/5/2012        | \$2,500.00        | Foundation      | 30341                 |
| <b>Rescue Hose Company, No. 1</b><br>\$3,000 contribution for fire protection<br>organization, Local Discretion project of<br>Harrisburg<br>\$3,000.00                                                | 998736                | 11/5/2012       | \$3,000.00        | Foundation      | 30561                 |
| <b>Reynolds (City of), GA</b><br>\$1,500 contribution for Volunteer Fire<br>Department, Local Discretion project of<br>Georgia Division<br>\$1,500.00                                                 | 998739                | 11/5/2012       | \$1,500.00        | Foundation      | 30566                 |
| <b>Roanoke (City of), Virginia</b><br>\$2,000 contribution/general operating<br>support to purchase camera for fire<br>investigations, Local Discretion project of<br>Virginia Division<br>\$2,000.00 | 998407                | 5/4/2012        | \$2,000.00        | Foundation      | 30308                 |
| <b>Soddy-Daisy (City of)</b><br>\$2,000 contribution; general operating<br>support for Fire Department, Local Discretion<br>project of Central Division<br>\$2,000.00                                 | 998570                | 8/5/2012        | \$2,000.00        | Foundation      | 30427                 |

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| Organization and Project<br>Grant Amount                                                                                                                                                  | Grant No.<br>Ref. No. | Payment<br>Date                          | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|------------------------------------------|-------------------|-----------------|-----------------------|
| Union County Rescue Squad<br>\$1,000 contribution/general operating<br>support, Local Discretion request for Central<br>Division<br>\$1,000.00                                            | 998511                | 7/5/2012                                 | \$1,000.00        | Foundation      | 30393                 |
| Wapella Community Fire Protection District<br>\$500 contribution for fire and EMS training.<br>Local Discretion project of Illinois Division<br>\$500.00                                  | 998313                | 3/5/2012                                 | \$500.00          | Foundation      | 30246                 |
| Welch (City of)<br>\$1,000 general operating<br>support/contribution for volunteer fire<br>department for City of Welch, Local Discretion<br>project of Pocahontas Division<br>\$1,000.00 | 998404                | 5/4/2012                                 | \$1,000.00        | Foundation      | 30311                 |
|                                                                                                                                                                                           |                       | Total F Other<br>(41 items)              | \$59,000.00       |                 |                       |
|                                                                                                                                                                                           |                       | Total 5. CIVIC & COMMUNITY<br>(91 items) | \$345,000.00      |                 |                       |
| <b>6. OTHER</b>                                                                                                                                                                           |                       |                                          |                   |                 |                       |
| <b>D. Activities Other Than the Above</b>                                                                                                                                                 |                       |                                          |                   |                 |                       |
| Georgia Research Alliance<br>\$25,000 over four years for scientific research<br>incubator, meets Robert W Woodruff Fdn.<br>challenge match<br>\$25,000.00                                | 996808                | 3/5/2012                                 | \$6,250.00        | Foundation      | 30257                 |
| Operation Lifesaver, Inc.<br>\$15,000 general operating support for 2012<br>\$15,000.00                                                                                                   | 998397                | 5/4/2012                                 | \$15,000.00       | Foundation      | 30318                 |

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| Organization and Project<br>Grant Amount                                                                                                          | Grant No.<br>Ref. No. | Payment<br>Date | Payment<br>Amount | Payment<br>Fund | Check Number<br>Notes |
|---------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------|-------------------|-----------------|-----------------------|
| Virginia Center for Coal and Energy Research<br>\$25,000 general operating support for<br>VCCER's work in coal and energy research<br>\$25,000 00 | 998255                | 2/9/2012        | \$25,000 00       | Foundation      | 30205                 |
| Total D. Activities Other Than the Above<br>(3 items)                                                                                             |                       |                 | \$46,250 00       |                 |                       |
| Total 6. OTHER<br>(3 items)                                                                                                                       |                       |                 | \$46,250.00       |                 |                       |
| Grand Total<br>(454 items)                                                                                                                        |                       |                 | \$6,984,677 00    |                 |                       |

# SUMMARY MATCHING GIFTS BY CATEGORY FOR 2012

| Category       | # of Gifts | Gift Amount          | Company Amount   | Refunds | Not Paid       | # of Gifts<br>Not Paid |
|----------------|------------|----------------------|------------------|---------|----------------|------------------------|
| Education      | 634        | 1,112,145            | 1,008,456        | (2,500) | 295,046        | 233                    |
| Environment    | 48         | 19,894               | 19,854           |         | 7,525          | 20                     |
| Arts & Culture | 670        | 978,696              | 630,527          |         | 163,348        | 222                    |
| Totals         | 1352       | 2,110,735            | 1,658,837        | (2,500) | <u>465,919</u> | 475                    |
|                |            | REFUND               | < 2,500 >        |         |                |                        |
|                |            | Total Company Amount | <u>1,656,337</u> |         |                |                        |



| Norfolk Southern Foundation                                                                             |        |
|---------------------------------------------------------------------------------------------------------|--------|
| 52-1328375                                                                                              |        |
| Attachment B                                                                                            |        |
| Matching Gift Summary-2012                                                                              |        |
| Sum of Company Amount                                                                                   |        |
| Organization Name                                                                                       | Total  |
| Academy of Music - Norfolk, VA, ID 006945                                                               | 17,450 |
| Actors Express Inc - Atlanta, GA, ID 001304                                                             | 750    |
| Actors Theatre of Charlotte - Charlotte, NC; ID 010968                                                  | 400    |
| Administrators of Tulane Educational Fund - New Orleans, LA, ID 010347                                  | 200    |
| Agnes Scott College - Decatur, GA, ID 008388                                                            | 2,250  |
| Albright College - Reading, PA, ID 010084                                                               | 1,050  |
| Alderson Broaddus College Inc - Philippi, WV, ID 010667                                                 | 2,000  |
| Alma College - Alma, MI; ID 010845                                                                      | 100    |
| Alvernia College - Reading, PA, ID 010232                                                               | 1,135  |
| American Shakespeare Center - Staunton, VA, ID 010045                                                   | 300    |
| American University - Washington, DC; ID 010906                                                         | 375    |
| Amherst College Trustees - Amherst, MA, ID 010478                                                       | 4,166  |
| Anthracite Railroads Historical Society Inc - Lansdale, PA, ID 010751                                   | 50     |
| Appalachian State University Foundation Inc - Boone, NC; ID 010887                                      | 7,500  |
| Appalachian Trail Conservancy - Harpers Ferry, WV, ID 010495                                            | 50     |
| Apt Foundation - Birmingham, AL, ID 004797                                                              | 100    |
| Arcadia University - Glenside, PA; ID 010711                                                            | 125    |
| Arizona State University Foundation - Tempe, AZ; ID 002475                                              | 100    |
| Arlington Christian School Inc - Fairburn, GA; ID 011077                                                | 1,600  |
| Arlington Philharmonic Association - Arlington, VA, ID 010970                                           | 50     |
| Art Museum of Western Virginia - Roanoke, VA; ID 001138                                                 | 2,260  |
| Arts Council of the Blue Ridge - Roanoke, VA, ID 005218                                                 | 50     |
| Arts United of Greater Fort Wayne - Fort Wayne, IN, ID 001537                                           | 12,500 |
| Asheville School Incorporated - Asheville, NC, ID 008190                                                | 1,000  |
| Ashland University - Ashland, OH; ID 010172                                                             | 150    |
| Association of New Jersey Environmental Commissions - Mendham, NJ; ID 011073                            | 75     |
| Atlanta Ballet Incorporated - Atlanta, GA; ID 010391                                                    | 250    |
| Atlanta Baroque Orchestra Inc - Atlanta, GA; ID 010386                                                  | 1,250  |
| Atlanta Botanical Garden, Inc - Atlanta, GA; ID 003597                                                  | 1,087  |
| Atlanta Boy Choir Inc - Atlanta, GA; ID 010719                                                          | 1,300  |
| Atlanta Chapter National Railway Historical Society Inc - Duluth, GA, ID 010733                         | 500    |
| Atlanta Educational Telecommunications Collaborative - Atlanta, GA, ID 001504                           | 1,074  |
| Atlanta Metropolitan College Foundation Inc - Atlanta Metropolitan College - Atlanta, GA; ID 010962     | 50     |
| Atlanta Shakespeare Company - Atlanta, GA; ID 008129                                                    | 1,050  |
| Atlanta-Fulton County Zoo, Inc - Atlanta, GA, ID 002730                                                 | 228    |
| Auburn University Foundation - Auburn, AL; ID 002841                                                    | 500    |
| Augustana College - Rock Island, IL; ID 006652                                                          | 250    |
| Austin Symphony Orchestra Society Inc - Austin, MN; ID 010114                                           | 250    |
| B & O Railroad Museum - Baltimore, MD, ID 010467                                                        | 1,700  |
| Baldwin-Wallace College - Berea, OH; ID 006841                                                          | 75     |
| Ball State University Foundation - Muncie, IN; ID 002908                                                | 100    |
| Baltimore Symphony Orchestra Inc - Baltimore, MD; ID 010576                                             | 2,800  |
| Bard College - Annandale-on-Hudson, NY; ID 011017                                                       | 100    |
| Barter Foundation Incorporated State Theatre of Virginia - Abingdon, VA, ID 010150                      | 16,500 |
| Bellwood-Antis Public Library - Bellwood, PA; ID 008150                                                 | 1,130  |
| Benedict College - Columbia, SC; ID 010712                                                              | 500    |
| Berea College - Berea, KY; ID 003119                                                                    | 4,950  |
| Berry College - Rome, GA, ID 002118                                                                     | 5,300  |
| Bethany Theological Seminary - Richmond, IN, ID 001105                                                  | 5,200  |
| Blue Ridge Public Television, Inc - Roanoke, VA; ID 001021                                              | 3,225  |
| Bluefield College - Bluefield, VA, ID 002675                                                            | 250    |
| Bluffton University - Bluffton, OH; ID 001205                                                           | 125    |
| Botecourt Count Friends of the Library Inc - Friends of the Blue Ridge Library - Roanoke, VA; ID 010973 | 60     |
| Bridgewater College - Bridgewater, VA; ID 003575                                                        | 250    |
| Brooklyn College Foundation Inc - Brooklyn, NY; ID 010848                                               | 3,000  |
| Butler University - Indianapolis, IN; ID 006686                                                         | 50     |
| California Institute of Technology - Pasadena, CA, ID 010610                                            | 1,000  |
| Campbell House Museum - St Louis, MO; ID 002930                                                         | 750    |
| Campbell University Inc - Buies Creek, NC; ID 004008                                                    | 100    |
| Canisius High School - Buffalo, NY; ID 001268                                                           | 200    |
| Cape Henry Collegiate School Inc - Virginia Beach, VA; ID 004185                                        | 3,050  |
| Carnegie Institute - Pittsburgh, PA, ID 001419                                                          | 566    |
| Carnegie Mellon University - Pittsburgh, PA; ID 007217                                                  | 6,666  |
| Carson-Newman College Inc - Jefferson City, TN, ID 004908                                               | 100    |
| Case Western Reserve University - Cleveland, OH, ID 003341                                              | 2,400  |
| Center for Railroad Photography and Art Inc - Madison, WI, ID 010371                                    | 1,500  |
| Center in the Square - Roanoke, VA, ID 001674                                                           | 8,125  |
| Centre College of Kentucky - Danville, KY, ID 005030                                                    | 1,500  |
| Chatillon-Demenil House Foundation - St Louis, MO, ID 001243                                            | 250    |
| Cherokee Historical and Preservation Society Inc - Gaffney, SC, ID 010641                               | 250    |
| Chesapeake Bay Academy - Virginia Beach, VA, ID 010458                                                  | 37,800 |

| Norfolk Southern Foundation                                                                             |        |
|---------------------------------------------------------------------------------------------------------|--------|
| 52-1328375                                                                                              |        |
| Attachment B                                                                                            |        |
| Matching Gift Summary-2012                                                                              |        |
| Sum of Company Amount                                                                                   |        |
| Organization Name                                                                                       | Total  |
| Chesapeake Bay Foundation - Annapolis, MD; ID 001552                                                    | 1,450  |
| Chicago Public Media Inc - Chicago, IL; ID 010930                                                       | 215    |
| Chicago Zoological Society - Brookfield, IL; ID 001134                                                  | 600    |
| Chowan University - Murfreesboro, NC; ID 002534                                                         | 250    |
| Chrysler Museum of Art - Norfolk, VA; ID 007670                                                         | 71,733 |
| Cincinnati Park Foundation - Cincinnati, OH; ID 011006                                                  | 1,000  |
| Civil War Preservation Trust - Hagerstown, MD; ID 007838                                                | 35,642 |
| Clafin University - Orangeburg, SC; ID 002319                                                           | 500    |
| Clark Atlanta University Inc - Atlanta, GA; ID 004564                                                   | 1,250  |
| Clarkson University - Potsdam, NY; ID 007688                                                            | 500    |
| Clayton State University Foundation Inc - Morrow, GA; ID: 008160                                        | 100    |
| Clear Creek Baptist Bible College - Pineville, KY; ID 008404                                            | 200    |
| Clemson University Foundation - Clemson, SC; ID 008288                                                  | 550    |
| College Foundation of the University of Virginia - Charlottesville, VA; ID 010764                       | 8,523  |
| College of William and Mary - Williamsburg, VA; ID: 004340                                              | 91,214 |
| College of Wooster - Wooster, OH; ID 005453                                                             | 300    |
| Collinsville Historical Association Inc - Collinsville, AL; ID 010910                                   | 500    |
| Colonial Williamsburg Foundation - Williamsburg, VA; ID 003229                                          | 21,275 |
| Columbus Academy - Gahanna, OH; ID 010959                                                               | 10,340 |
| Columbus Zoological Park Association - Powell, OH; ID 010957                                            | 100    |
| Commonwealth Coach and Trolley Museum - Roanoke, VA; ID 010199                                          | 250    |
| Commonwealth Public Broadcasting Corporation - Community Idea Stations - Richmond, VA; ID: 007645       | 100    |
| Concordia Theological Seminary - Ft Wayne, IN; ID 002408                                                | 10,000 |
| Converse College - Spartanburg, SC; ID 003230                                                           | 3,500  |
| Coral Ridge Presbyterian Church Inc - Knox Theological Seminary - Ft Lauderdale, FL; ID: 001172         | 500    |
| County Seat Theater of Carlton - Cloquet, MN; ID 010117                                                 | 50     |
| County Theater Inc - Doylestown, PA; ID 010972                                                          | 150    |
| Creative Resources Empowering Artists Telling Our Stories Inc - Norfolk, VA; ID: 011043                 | 2,647  |
| Cultural Alliance of Greater Hampton Roads - Norfolk, VA; ID 001383                                     | 150    |
| Cupola House Association Inc - Edenton, NC; ID: 010763                                                  | 100    |
| Curators of the University of Missouri - University of Missouri-St. Louis - Saint Louis, MO; ID: 002030 | 1,137  |
| Davidson College - Davidson, NC; ID 007778                                                              | 1,150  |
| Denison University - Granville, OH; ID 008344                                                           | 1,250  |
| Depaul University - Chicago, IL; ID: 001752                                                             | 250    |
| Detroit Educational Television - Wixom, MI; ID 001027                                                   | 315    |
| Detroit Symphony Orchestra Hall Inc - Detroit, MI; ID: 010969                                           | 100    |
| Drexel University - Philadelphia, PA; ID 006052                                                         | 10,000 |
| Drury University - Springfield, MO; ID 005464                                                           | 500    |
| Ducks Unlimited Inc - Memphis, TN; ID: 008340                                                           | 250    |
| Duke University - Durham, NC; ID: 005451                                                                | 6,550  |
| Duluth-Superior Area Educational Television Corporation - WDSE-TV - Duluth, MN; ID 010494               | 250    |
| Earlham College - Richmond, IN; ID 010156                                                               | 200    |
| East Carolina University Foundation - Greenville, NC; ID: 006007                                        | 250    |
| East Georgia College Foundation Inc - Swainsboro, GA; ID 010798                                         | 25,000 |
| Eastern Nazarene College - Quincy, MA; ID: 001730                                                       | 300    |
| Eastern Shore of Virginia Barrier Islands Center Inc - Machipongo, VA; ID 010582                        | 300    |
| Eastern Virginia Medical School Foundation - Norfolk, VA; ID 003774                                     | 1,707  |
| Eatonton-Putnam Arts Foundation Inc - Eatonton, GA; ID 010195                                           | 70     |
| Edenton Historical Commission - Edenton, NC; ID: 010681                                                 | 1,000  |
| Edisto Historic Preservation Society Inc - Edisto Island, SC; ID 010979                                 | 250    |
| Educational TV Endowment of South Carolina - Spartanburg, SC; ID: 002819                                | 150    |
| Elizabeth River Project - Portsmouth, VA; ID: 001393                                                    | 10,202 |
| Emory & Henry College - Emory, VA; ID 001276                                                            | 4,905  |
| Emory University - Atlanta, GA; ID 008399                                                               | 11,926 |
| Environmental Defense Incorporated - New York, NY; ID: 010020                                           | 600    |
| Fairchild Tropical Botanic Garden - Coral Gables, FL; ID 010890                                         | 1,000  |
| Feldman Chamber Music Society Inc - Norfolk, VA; ID 003641                                              | 300    |
| Fernbank Inc - Atlanta, GA; ID: 001096                                                                  | 570    |
| Ferrum College - Ferrum, VA; ID 004118                                                                  | 1,000  |
| Florida Grand Opera Inc - Miami, FL; ID 010730                                                          | 1,600  |
| Florida West Coast Symphony Inc-Sarasota Orchestra - Sarasota, FL; ID 010170                            | 500    |
| Floyd Community Center for the Arts Inc - Floyd, VA; ID 010514                                          | 300    |
| Fort Wayne Museum of Art Inc - Fort Wayne, IN; ID 003697                                                | 860    |
| Fort Wayne Philharmonic Orchestra Inc - Fort Wayne, IN; ID 001797                                       | 750    |
| Foundation for Baltimore County Public Library Inc - Towson, MD; ID 010695                              | 75     |
| Freed-Hardeman University - Henderson, TN; ID: 001226                                                   | 460    |
| Friends of the East Broad Top Inc - Richmond, VA; ID 010560                                             | 250    |
| Friends of the Library Easley S C - Easley, SC; ID 010722                                               | 50     |
| Friends of the Montgomery-Floyd Regional Library Incorporated - Christiansburg, VA; ID 010171           | 100    |
| Friends of the Morrill Homestead Inc - Strafford, VT; ID 011042                                         | 150    |
| Friends of the Railroad Museum - Strasburg, PA; ID 010535                                               | 1,707  |

| Norfolk Southern Foundation                                                                          |        |
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| 52-1328375                                                                                           |        |
| Attachment B                                                                                         |        |
| Matching Gift Summary-2012                                                                           |        |
| Sum of Company Amount                                                                                |        |
| Organization Name                                                                                    | Total  |
| Friends of the Shepard Pruden Memorial Library - Edenton, NC; ID 010747                              | 500    |
| Friends of the Tellico Village Library Inc - Loudon, TN, ID 010602                                   | 200    |
| Friends of the Wixom Library - Wixom, MI, ID 010975                                                  | 50     |
| Friends of Tower Grove Park - St Louis, MO, ID 005819                                                | 600    |
| Gamut Theatre Company - Salem, VA, ID 010666                                                         | 2,000  |
| Garth Newel Music Center Foundation Corp - Warm Springs, VA, ID 004974                               | 500    |
| Gaston College Foundation Inc - Dallas, NC, ID 011040                                                | 50     |
| General Douglas MacArthur Foundation - Norfolk, VA, ID 008317                                        | 1,000  |
| George Mason University Foundation, Inc - Fairfax, VA; ID 003963                                     | 400    |
| Georgetown University - Washington, DC, ID 002797                                                    | 650    |
| Georgia Military College Foundation Inc - Milledgeville, GA, ID 010231                               | 5,000  |
| Georgia Public Broadcasting - Atlanta, GA, ID 008094                                                 | 575    |
| Georgia River Network Inc - Athens, GA, ID 010609                                                    | 100    |
| Georgia Shakespeare Festival Inc - Atlanta, GA, ID 010129                                            | 750    |
| Georgia Southern University Foundation Inc - Statesboro, GA; ID 004675                               | 750    |
| Georgia State University Foundation Inc - Atlanta, GA; ID 003651                                     | 3,240  |
| Georgia Tech Foundation - Atlanta, GA; ID 003253                                                     | 14,385 |
| Georgian Court University - Lakewood, NJ, ID: 008194                                                 | 250    |
| Gettysburg Foundation - Gettysburg, PA, ID 010504                                                    | 550    |
| Glass-Glen Burnie Museum Inc - Winchester, VA, ID 010318                                             | 250    |
| Golden Gate University - San Francisco, CA, ID 008435                                                | 500    |
| Goucher College - Baltimore, MD; ID 001641                                                           | 250    |
| Governors Magnet School for the Arts Foundation - Norfolk, VA, ID 010262                             | 5,000  |
| Greater Washington Educational Telecommunications Association Inc - WETA - Washington, DC; ID 001136 | 400    |
| Greensboro College Inc - Greensboro, NC; ID: 006019                                                  | 100    |
| Gullford College - Greensboro, NC, ID. 006385                                                        | 200    |
| Gwinnett Choral Guild Inc - Lawrenceville, GA; ID 010907                                             | 250    |
| Hampden-Sydney College - Hampden-Sydney, VA; ID. 007228                                              | 3,500  |
| Harmonie Associates Inc - Ambridge, PA, ID 010465                                                    | 125    |
| Harrison Museum of African American Culture - Roanoke, VA; ID: 001630                                | 100    |
| Hebron Educational Ministries Inc - Hebron Christian Academy - Dacula, GA; ID 011066                 | 50     |
| Hellenic College Inc - Brookline, MA, ID 010454                                                      | 450    |
| Hendrix College - Conway, AR; ID 001354                                                              | 350    |
| Heritage Christian University - Florence, AL; ID 006496                                              | 100    |
| Hermitage Foundation - Norfolk, VA; ID 008374                                                        | 5,912  |
| Hillsdale College - Hillsdale, MI, ID: 001908                                                        | 1,650  |
| Historic Fincastle Inc - Fincastle, VA, ID 010563                                                    | 300    |
| Historical Society of Western Virginia - Roanoke, VA, ID 001445                                      | 11,237 |
| Hollins University - Roanoke, VA; ID 008232                                                          | 250    |
| Hope College - Holland, MI, ID 001501                                                                | 100    |
| Horizon Theatre Company Incorporated - Atlanta, GA, ID: 010539                                       | 350    |
| Hunter College Foundation Inc - New York, NY; ID: 001085                                             | 500    |
| Illinois State University Foundation - Normal, IL; ID. 008444                                        | 50     |
| Illinois Wesleyan University - Bloomington, IL, ID 008079                                            | 723    |
| Indiana University Foundation - Bloomington, IN; ID 008188                                           | 500    |
| Indiana-Purdue Foundation at Ft Wayne - Fort Wayne, IN; ID 003330                                    | 1,000  |
| Intuit the Center for Intuitive and Outside Art - Chicago, IL; ID 011014                             | 100    |
| Iowa State University Foundation - Ames, IA, ID: 011016                                              | 50     |
| Isle of Wight Arts League - Smithfield, VA, ID 010144                                                | 350    |
| James Madison University Foundation Inc - Harrisonburg, VA, ID 004563                                | 2,650  |
| Jamestown Yorktown Foundation Inc - Williamsburg, VA, ID 001169                                      | 6,907  |
| Jeanne Ruddy and Dancers Inc - Philadelphia, PA, ID 010963                                           | 50     |
| Jefferson Center Foundation - Roanoke, VA; ID: 007118                                                | 2,325  |
| Jefferson College of Health Sciences Education Foundation - Roanoke, VA; ID 010606                   | 100    |
| Jefferson Scholars Foundation - Charlottesville, VA, ID. 010940                                      | 25,000 |
| Jersey Central Railway Historical Society - Clark, NJ, ID 010788                                     | 265    |
| John & Mable Ringling Museum of Art Foundation - Sarasota, FL, ID 010669                             | 50     |
| John Carroll University - University Heights, OH, ID: 003441                                         | 500    |
| John F Kennedy Center for the Performing Arts - Washington, DC, ID 010305                            | 250    |
| Johns Hopkins University - Baltimore, MD, ID 003419                                                  | 10,550 |
| Johnson Bible College - Knoxville, TN, ID 007373                                                     | 6,000  |
| Johnson University - Knoxville, TN, ID 007373                                                        | 2,500  |
| Jungle Theatre - Minneapolis, MN; ID 010976                                                          | 150    |
| Kansas State University Foundation - Manhattan, KS; ID 004375                                        | 2,500  |
| Kansas University Endowment Association - Lawrence, KS, ID 001897                                    | 50     |
| Kent State University Foundation - Kent, OH, ID 006096                                               | 750    |
| Kenyon College - Gambier, OH, ID 006786                                                              | 4,200  |
| Kings Ridge Christian School Inc - Alpharetta, GA, ID 010794                                         | 750    |
| Kutztown University Foundation - Kutztown, PA, ID 008077                                             | 1,000  |
| La Salle University - Philadelphia, PA, ID. 008378                                                   | 250    |
| Lake Superior Railroad Museum - Duluth, MN, ID 011076                                                | 450    |

| Norfolk Southern Foundation                                                                 |        |
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| 52-1328375                                                                                  |        |
| Attachment B                                                                                |        |
| Matching Gift Summary-2012                                                                  |        |
| Sum of Company Amount                                                                       |        |
| Organization Name                                                                           | Total  |
| Lake Superior Zoological Society - Duluth, MN; ID: 010404                                   | 250    |
| Lamar Arts Inc - Barnesville, GA; ID: 010904                                                | 100    |
| Lees-Mcrae College Incorporated - Banner Elk, NC, ID: 008208                                | 500    |
| Lehigh University - Bethlehem, PA; ID: 002652                                               | 100    |
| Lewis Ginter Botanical Garden Inc - Richmond, VA, ID: 010054                                | 2,464  |
| Liberty University Inc - Lynchburg, VA, ID: 002519                                          | 400    |
| Library Foundation for the Benefit of St Louis Public Library - Saint Louis, MO, ID: 008096 | 350    |
| Library of Virginia Foundation - Richmond, VA, ID: 001500                                   | 2,750  |
| Lime Kiln Arts Inc - Lexington, VA; ID: 001963                                              | 100    |
| Lipscomb University - Nashville, TN, ID: 003686                                             | 100    |
| Lompoc Valley Historical Society Inc - Lompoc, CA; ID: 010718                               | 75     |
| Long Branch Historic House and Farm - Millwood, VA, ID: 008097                              | 100    |
| Longwood College Foundation, Inc - Farmville, VA, ID: 005785                                | 775    |
| Lucas Arts and Humanities Council Inc - Lucas, KS, ID: 010561                               | 100    |
| Luther Rice University Inc - Lithonia, GA; ID: 010574                                       | 8,350  |
| Lycoming College - Williamsport, PA; ID: 010727                                             | 50     |
| Lynchburg College - Lynchburg, VA; ID: 004052                                               | 1,300  |
| Lyric Opera of Chicago - Chicago, IL, ID: 008384                                            | 50     |
| Marine Corps Heritage Foundation - Dumfries, VA, ID: 010882                                 | 50     |
| Mariners' Museum - Newport News, VA, ID: 005107                                             | 4,619  |
| Market Street Railway Company - San Francisco, CA, ID: 010390                               | 200    |
| Marshall University Foundation Incorporated - Huntington, WV, ID: 005675                    | 10,989 |
| Marshall-Wythe School of Law Foundation - Williamsburg, VA, ID: 010122                      | 16,008 |
| Mary Baldwin College - Staunton, VA, ID: 003896                                             | 400    |
| Maryville College - Maryville, TN; ID: 005329                                               | 1,075  |
| Maryville University of St Louis - St Louis, MO; ID: 008366                                 | 125    |
| Massanutten Academy - Woodstock, VA, ID: 011013                                             | 1,500  |
| Masters School - Dobbs Ferry, NY; ID: 001194                                                | 15,178 |
| Mccallie School Inc - Chattanooga, TN; ID: 002063                                           | 450    |
| Mercatus Center Inc - Arlington, VA; ID: 011037                                             | 150    |
| Meridian Community College Foundation - Meridian, MS; ID: 002630                            | 150    |
| Messiah College - Grantham, PA; ID: 007633                                                  | 100    |
| Metropolitan Indianapolis Public Broadcasting Inc - Indianapolis, IN; ID: 004885            | 140    |
| Metropolitan Opera Guild - New York, NY; ID: 001375                                         | 450    |
| Metropolitan Opera Guild Inc - New York, NY, ID: 010762                                     | 625    |
| Miami University - Oxford, OH, ID: 001430                                                   | 100    |
| Miami University Foundation - Oxford, OH, ID: 010791                                        | 100    |
| Michigan State University - East Lansing, MI, ID: 004364                                    | 425    |
| Mid-Atlantic Christian University Inc - Elizabeth City, NC, ID: 001885                      | 24,000 |
| Mill Mountain Playhouse Co - Roanoke, VA; ID: 001563                                        | 1,500  |
| Minnesota Public Radio - St Paul, MN, ID: 010393                                            | 100    |
| Mississippi State University Foundation Inc - Mississippi State, MS; ID: 001395             | 50     |
| Missouri Botanical Garden Board of Trustees - Saint Louis, MO, ID: 004674                   | 75     |
| Missouri Historical Society Jefferson Memorial Building - St Louis, MO; ID: 002941          | 400    |
| Monmouth College - Monmouth, IL, ID: 006619                                                 | 50     |
| Montauk Library - Montauk, NY; ID: 010116                                                   | 200    |
| Monticello Railway Museum Inc - Monticello, IL; ID: 010977                                  | 1,467  |
| Moody Bible Institute - Chicago, IL, ID: 001608                                             | 3,000  |
| Moravian College - Bethlehem, PA, ID: 007652                                                | 250    |
| Morehead State University - Morehead, KY; ID: 001528                                        | 65     |
| Morehouse College - Atlanta, GA; ID: 010115                                                 | 300    |
| Mosaic Theatre Inc - Plantation, FL; ID: 010909                                             | 250    |
| Mosby Heritage Area Association Inc - Middleburg, VA; ID: 001525                            | 1,000  |
| Mount Vernon Ladies' Association - Mount Vernon, VA, ID: 008173                             | 2,000  |
| Municipal Theatre Association of St Louis - Saint Louis, MO, ID: 011038                     | 2,500  |
| Murray State University Foundation - Murray, KY; ID: 001257                                 | 7,000  |
| Musical Masterworks Inc C/O Jem - Old Lyme, CT, ID: 011062                                  | 250    |
| Nansemond-Suffolk Academy Association Incorporated - Suffolk, VA; ID: 010445                | 50     |
| National D-Day Memorial Foundation - Bedford, VA, ID: 001384                                | 950    |
| National Museum of Women in the Arts Inc - Washington, DC; ID: 001261                       | 150    |
| National Park Foundation - Washington, DC, ID: 010094                                       | 50     |
| National Parks Conservation Association - Washington, DC, ID: 005619                        | 700    |
| National Sporting Library Incorporated - Middleburg, VA; ID: 010446                         | 100    |
| National Trust for Historic Preservation - Washington, DC; ID: 002674                       | 235    |
| National Wildlife Federation - Reston, VA; ID: 002231                                       | 1,759  |
| National World War II Museum Inc - New Orleans, LA, ID: 010395                              | 285    |
| Natural Resources Defense Council - New York, NY, ID: 001510                                | 250    |
| Nature Conservancy - Albert Lea, MN, ID: 010603                                             | 575    |
| Nature Conservancy - Charlottesville, VA, ID: 001272                                        | 4,000  |
| Nauticus - National Maritime Center Foundation - Norfolk, VA, ID: 008209                    | 500    |
| New World Symphony Inc - Miami Beach, FL, ID: 010725                                        | 2,500  |

| Norfolk Southern Foundation                                                                                      |        |
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| 52-1328375                                                                                                       |        |
| Attachment B                                                                                                     |        |
| Matching Gift Summary-2012                                                                                       |        |
| Sum of Company Amount                                                                                            |        |
| Organization Name                                                                                                | Total  |
| New York University - New York, NY, ID: 010052                                                                   | 200    |
| Newberry College - Newberry, SC, ID: 008021                                                                      | 25,700 |
| Newberry Opera House Foundation Inc - Newberry, SC, ID: 011072                                                   | 10,000 |
| Norfolk & Western Historical Society Inc - Roanoke, VA, ID: 001410                                               | 8,133  |
| Norfolk Academy - Norfolk, VA, ID: 005563                                                                        | 6,931  |
| Norfolk Botanical Garden Society, Inc - Norfolk, VA, ID: 003852                                                  | 6,341  |
| Norfolk Christian Schools - Norfolk, VA, ID: 008179                                                              | 100    |
| Norfolk Education Foundation - Norfolk, VA, ID: 011035                                                           | 5,250  |
| Norfolk Preservation Alliance Inc - Norfolk, VA, ID: 010358                                                      | 300    |
| North Atlanta Dance Theatre Inc - Johns Creek, GA, ID: 010421                                                    | 500    |
| North Carolina A&T State University - Greensboro, NC, ID: 004652                                                 | 1,500  |
| North Carolina State University Foundation Inc - Raleigh, NC, ID: 003863                                         | 1,595  |
| North Carolina Transportation Museum Foundation - Spencer, NC, ID: 004419                                        | 1,100  |
| North Carolina Zoological Society - Asheboro, NC, ID: 008322                                                     | 100    |
| North Cross School - Roanoke, VA, ID: 001009                                                                     | 6,375  |
| Northeast Indiana Public Radio Inc - Fort Wayne, IN, ID: 001808                                                  | 150    |
| Northeastern University - Boston, MA, ID: 005730                                                                 | 200    |
| Northwestern University - Evanston, IL, ID: 005063                                                               | 4,000  |
| Northwoods Audubon Center Inc - Sandstone, MN, ID: 010430                                                        | 500    |
| Oberlin College - Oberlin, OH, ID: 003830                                                                        | 300    |
| Oconee Performing Arts Society - Greensboro, GA, ID: 011011                                                      | 100    |
| Oglebay Foundation Inc - Wheeling, WV, ID: 010971                                                                | 100    |
| Ohio Northern University - Ada, OH, ID: 007867                                                                   | 200    |
| Ohio State University - Columbus, OH, ID: 002375                                                                 | 180    |
| Oil Gas and Industrial Historical Association Inc - Parkersburg, WV, ID: 010078                                  | 50     |
| Old Dominion University - Norfolk, VA, ID: 004007                                                                | 8,550  |
| Old Salem Incorporated - Winston Salem, NC, ID: 010554                                                           | 70     |
| Olivet Nazarene University - Bourbonnais, IL, ID: 004441                                                         | 1,250  |
| Opera Roanoke - Roanoke, VA, ID: 002242                                                                          | 700    |
| Opera Theatre of Saint Louis - Saint Louis, MO, ID: 002552                                                       | 250    |
| Partnership for Educational Excellence - Gillespie, IL, ID: 011007                                               | 100    |
| Patrick Henry College - Purcellville, VA, ID: 010644                                                             | 250    |
| Peachtree Charter Middle School Foundation Inc - Dunwoody, GA, ID: 011075                                        | 500    |
| Pennsylvania Academy of the Fine Arts - Philadelphia, PA, ID: 001511                                             | 1,500  |
| Pennsylvania Citizens for Better Libraries - Friends of the Red Land Community Library - Etters, PA, ID: 010771  | 100    |
| Pennsylvania Heritage Society - Harrisburg, PA, ID: 010201                                                       | 250    |
| Pennsylvania Railroad Technical & Historical Society - Mill Hall, PA, ID: 010568                                 | 300    |
| Pennsylvania State University - University Park, PA, ID: 001187                                                  | 11,381 |
| Philadelphia College of Osteopathic Medicine Foundation - Philadelphia, PA, ID: 010019                           | 250    |
| Pittsburgh History & Landmarks Foundation - Pittsburgh, PA, ID: 007674                                           | 1,000  |
| Potomac Conservancy Inc - Silver Spring, MD, ID: 005773                                                          | 110    |
| Potomac School - McLean, VA, ID: 011063                                                                          | 10,000 |
| Potsdam College Foundation Inc - Potsdam, NY, ID: 006719                                                         | 125    |
| President and Fellows of Harvard College - Cambridge, MA, ID: 001065                                             | 1,550  |
| Princeton University - Princeton, NJ, ID: 003930                                                                 | 100    |
| Protestant Episcopal Cathedral Foundation of the D of C - National Cathedral School - Washington, DC, ID: 003353 | 50     |
| Public Broadcasting Foundation of Northwest Ohio - Toledo, OH, ID: 010105                                        | 50     |
| Purdue Foundation - West Lafayette, IN, ID: 001498                                                               | 2,246  |
| Radford University Foundation Inc - Radford, VA, ID: 004096                                                      | 2,200  |
| Railways To Yesterday Inc - Allentown, PA, ID: 010321                                                            | 100    |
| Randolph College - Lynchburg, VA, ID: 010984                                                                     | 1,050  |
| Rappahannock Community College Educational Foundation Inc - Warsaw, VA, ID: 001306                               | 34,501 |
| Rappahannock Foundation Inc - Kilmarnock, VA, ID: 010612                                                         | 100    |
| Reading Co Technical Historical Society Inc - Reading, PA, ID: 010967                                            | 2,500  |
| Rector & Visitors of the University of Virginia - Charlottesville, VA, ID: 001490                                | 2,500  |
| Regents of the University of Michigan - Ann Arbor, MI, ID: 011012                                                | 50     |
| Regents of the University of Michigan - Palatine, IL, ID: 010312                                                 | 50     |
| Rensselaer Polytechnic Institute - Boston, MA, ID: 003630                                                        | 2,100  |
| Richmond Symphony Orchestra League Inc - Richmond, VA, ID: 011039                                                | 75     |
| Roanoke Catholic School - Roanoke, VA, ID: 001342                                                                | 30,344 |
| Roanoke Chapter National Railway Historical Society - Roanoke, VA, ID: 010461                                    | 4,250  |
| Roanoke Childrens Theatre - Roanoke, VA, ID: 010642                                                              | 2,000  |
| Roanoke College - Salem, VA, ID: 001896                                                                          | 67,500 |
| Roanoke Symphony Society - Roanoke, VA, ID: 007117                                                               | 3,300  |
| Roanoke Valley Choral Society - Roanoke, VA, ID: 003005                                                          | 480    |
| Robert E Lee Memorial Association - Stratford, VA, ID: 002575                                                    | 1,500  |
| Robert W Woodruff Arts Center Inc - Alliance Theatre Company - Atlanta, GA, ID: 006564                           | 200    |
| Robert W Woodruff Arts Center Inc - Atlanta Symphony Orchestra - Atlanta, GA, ID: 002120                         | 4,150  |
| Robert W Woodruff Arts Center Inc - Atlanta, GA, ID: 011008                                                      | 2,500  |
| Robert W Woodruff Arts Center Inc - High Museum of Art - Atlanta, GA, ID: 010766                                 | 639    |
| Robert W Woodruff Arts Center, Inc - Atlanta, GA, ID: 003286                                                     | 2,000  |

| Norfolk Southern Foundation                                                                                         |        |
|---------------------------------------------------------------------------------------------------------------------|--------|
| 52-1328375                                                                                                          |        |
| Attachment B                                                                                                        |        |
| Matching Gift Summary-2012                                                                                          |        |
| Sum of Company Amount                                                                                               |        |
| Organization Name                                                                                                   | Total  |
| Saint Anselm College - Manchester, NH, ID: 005874                                                                   | 100    |
| Saint Francis University - Loretto, PA, ID: 010004                                                                  | 500    |
| Saint Leo University Inc - Saint Leo, FL; ID: 010030                                                                | 50     |
| Saint Louis Symphony Orchestra - St. Louis, MO, ID: 004552                                                          | 500    |
| Saint Marys College - Notre Dame, IN, ID: 010639                                                                    | 50     |
| Salem Academy & College - Winston-Salem, NC, ID: 004252                                                             | 1,000  |
| Salem Choral Society - Salem, VA, ID: 010425                                                                        | 130    |
| Salem Educational Foundation and Alumni Association - Salem, VA, ID: 011019                                         | 4,000  |
| Salem Historical Society - Salem, VA, ID: 010005                                                                    | 800    |
| Sandler Center for the Performing Arts Foundation - Virginia Beach Performing Arts Center Foundation Inc - Virginia | 5,000  |
| Science Museum of Western Virginia - Roanoke, VA, ID: 001675                                                        | 3,550  |
| Seraphic Fire Inc - Miami, FL, ID: 010744                                                                           | 3,250  |
| Seton Hall University - South Orange, NJ, ID: 008108                                                                | 50     |
| Shady Side Academy - Pittsburgh, PA, ID: 010372                                                                     | 5,000  |
| Siena College - Loudonville, NY, ID: 006730                                                                         | 100    |
| Sierra Club Foundation - San Francisco, CA, ID: 001512                                                              | 1,675  |
| Signature Theatre Inc - Arlington, VA, ID: 001489                                                                   | 250    |
| Skidmore College - Saratoga Springs, NY; ID: 002563                                                                 | 2,500  |
| Slidell Little Theater - Slidell, LA, ID: 010698                                                                    | 5,000  |
| Southeastern Community College Foundation, Inc - Whiteville, NC, ID: 006963                                         | 100    |
| Southern Appalachia Railway Museum - Knoxville, TN; ID: 010196                                                      | 500    |
| Southern Appalachian Highlands Conservancy - Asheville, NC; ID: 008345                                              | 100    |
| Southern Polytechnic State University - Marietta, GA; ID: 001365                                                    | 50     |
| Southern Railway Historical Association - Duluth, GA; ID: 010594                                                    | 500    |
| Southern Railway Historical Association - Spencer, NC; ID: 001370                                                   | 1,000  |
| Southern Wesleyan University - Central, SC, ID: 001287                                                              | 100    |
| Southwest Virginia Ballet Company - Roanoke, VA; ID: 010359                                                         | 600    |
| Spartanburg Methodist College - Spartanburg, SC, ID: 005119                                                         | 2,000  |
| Springer Opera House Arts Association Inc - Columbus, GA; ID: 010383                                                | 515    |
| St Josephs University - Philadelphia, PA; ID: 010066                                                                | 100    |
| St Louis Roman Catholic Theological Seminary - Saint Louis, MO; ID: 010407                                          | 100    |
| St Louis University - Saint Louis, MO, ID: 006485                                                                   | 1,192  |
| St Louis Zoo Association - Saint Louis, MO, ID: 010746                                                              | 185    |
| St. Louis Art Museum Foundation - St. Louis, MO, ID: 005196                                                         | 650    |
| St. Louis Regional Educational Public TV Commission - St. Louis, MO; ID: 005074                                     | 100    |
| State University of Iowa Foundation - Iowa City, IA; ID: 007767                                                     | 100    |
| Sterling College - Craftsbury Common, VT, ID: 001652                                                                | 200    |
| Suffolk Center for Cultural Arts Foundation - Suffolk, VA, ID: 011070                                               | 1,250  |
| Susquehanna University - Selinsgrove, PA, ID: 010625                                                                | 2,750  |
| Swarthmore College - Swarthmore, PA; ID: 003786                                                                     | 400    |
| Sweet Briar Institute - Sweet Briar College - Sweet Briar, VA, ID: 005896                                           | 1,200  |
| Syracuse University - Syracuse, NY, ID: 011015                                                                      | 100    |
| Teachers College Columbia University - New York, NY; ID: 010706                                                     | 5,000  |
| Tellico Village Community Concerts Inc - Loudon, TN; ID: 010588                                                     | 100    |
| Temple University - Philadelphia, PA; ID: 001513                                                                    | 80     |
| Tennessee Valley Railroad Museum Inc - Chattanooga, TN; ID: 001723                                                  | 4,848  |
| The Atlanta Opera Inc - Atlanta, GA; ID: 005497                                                                     | 1,275  |
| The Detroit Institute of Arts - Detroit, MI, ID: 001390                                                             | 340    |
| The Everyman Theatre Incorporated - Baltimore, MD, ID: 010527                                                       | 200    |
| The Library of Congress - Washington, DC, ID: 010742                                                                | 13,000 |
| The Medical University of South Carolina Foundation - Charleston, SC; ID: 010477                                    | 5,000  |
| The Michael O Neal Singers Inc - Roswell, GA; ID: 011018                                                            | 50     |
| The Pennsylvania Shakespeare Festival at Desales University - Center Valley, PA; ID: 011010                         | 100    |
| The Springfield Public Schools Foundation - Springfield, IL, ID: 010958                                             | 2,350  |
| The Virginia Arts Festival Inc - Norfolk, VA; ID: 006981                                                            | 29,883 |
| Theatre In the Square Inc - Marietta, GA, ID: 001286                                                                | 650    |
| Theatrezone Inc - Naples, FL; ID: 011065                                                                            | 2,500  |
| Thomas Jefferson Foundation Inc - Charlottesville, VA, ID: 003877                                                   | 1,000  |
| Tidewater Community College Educational Foundation Inc - Norfolk, VA, ID: 002397                                    | 2,500  |
| Tidewater Winds - Virginia Beach, VA, ID: 010498                                                                    | 500    |
| Todd Rosenlieb Dance - Norfolk, VA; ID: 010394                                                                      | 250    |
| Toledo Museum of Art - Toledo, OH, ID: 010168                                                                       | 150    |
| Transylvania University - Lexington, KY; ID: 001331                                                                 | 150    |
| Trust for Public Land - San Francisco, CA, ID: 010245                                                               | 100    |
| Trustees of the Smith College - Northampton, MA, ID: 006663                                                         | 1,000  |
| Trustees of the University of Pennsylvania - Philadelphia, PA, ID: 001697                                           | 1,794  |
| UNC Center for Public Television - Research Triangle Pk, NC, ID: 008246                                             | 250    |
| Union College - Barbourville, KY; ID: 001852                                                                        | 100    |
| United Negro College Fund Inc - Fairfax, VA, ID: 010410                                                             | 250    |
| United States Naval Academy Foundation Inc - Annapolis, MD, ID: 003508                                              | 3,800  |
| University at Albany Foundation - Albany, NY; ID: 008081                                                            | 50     |

| Norfolk Southern Foundation                                                                                   |        |
|---------------------------------------------------------------------------------------------------------------|--------|
| 52-1328375                                                                                                    |        |
| Attachment B                                                                                                  |        |
| Matching Gift Summary-2012                                                                                    |        |
| Sum of Company Amount                                                                                         |        |
| Organization Name                                                                                             | Total  |
| University at Buffalo Foundation Inc - Buffalo, NY, ID 003041                                                 | 125    |
| University of Alabama - Tuscaloosa, AL, ID 005096                                                             | 500    |
| University of Arkansas Foundation Inc - Fayetteville, AR, ID 010456                                           | 150    |
| University of California Berkeley Foundation - Berkeley, CA, ID 001228                                        | 100    |
| University of Cincinnati Foundation - Cincinnati, OH, ID 002885                                               | 200    |
| University of Colorado Foundation Inc - Boulder, CO, ID 010368                                                | 7,500  |
| University of Connecticut Foundation Incorporated - Storrs, CT, ID 002330                                     | 100    |
| University of Delaware - Newark, DE, ID 001535                                                                | 200    |
| University of Denver/Colorado Seminary - Denver, CO, ID 007689                                                | 130    |
| University of Evansville - Evansville, IN, ID 004130                                                          | 100    |
| University of Georgia Foundation - Athens, GA, ID 004785                                                      | 2,100  |
| University of Iowa Alumni Association - Iowa City, IA, ID 011009                                              | 150    |
| University of Miami - Coral Gables, FL, ID 005786                                                             | 100    |
| University of Mississippi Foundation - University, MS, ID 011041                                              | 100    |
| University of No Ala Foundation - Florence, AL, ID 010974                                                     | 50     |
| University of North Carolina at Chapel Hill - Chapel Hill, NC, ID 001785                                      | 1,872  |
| University of North Carolina at Chapel Hill - Research Triangle Pa, NC, ID 010251                             | 100    |
| University of North Dakota Foundation - Grand Forks, ND, ID 001414                                            | 100    |
| University of Notre Dame - Notre Dame, IN, ID 002230                                                          | 1,750  |
| University of Redlands - Redlands, CA, ID 005374                                                              | 15,000 |
| University of Richmond - Richmond, VA, ID 002786                                                              | 600    |
| University of Rochester - Rochester, NY, ID 006030                                                            | 1,500  |
| University of South Alabama - Mobile, AL, ID 010442                                                           | 200    |
| University of South Carolina Educational Foundation - Columbia, SC, ID 005697                                 | 300    |
| University of Southern California - Los Angeles, CA, ID 001491                                                | 50     |
| University of Texas System - MD Anderson Cancer Center - Houston, TX, ID 010086                               | 205    |
| University of the Cumberlands Inc - Williamsburg, KY, ID 004196                                               | 500    |
| University of the Pacific - Stockton, CA, ID 007673                                                           | 2,500  |
| University of Virginia Darden School Foundation - Charlottesville, VA, ID 010843                              | 1,400  |
| University of Virginia Fund - Charlottesville, VA, ID 001008                                                  | 5,305  |
| University of Virginia Law School Foundation - Charlottesville, VA, ID 001120                                 | 22,770 |
| University of Washington - Seattle, WA, ID 005919                                                             | 500    |
| University of Wisconsin Foundation - Madison, WI, ID 008216                                                   | 500    |
| US Catholic Conference - Bishop Carroll High School - Ebensburg, PA, ID 001465                                | 100    |
| US Catholic Conference - Institute of Notre Dame - Baltimore, MD, ID 001420                                   | 550    |
| US Catholic Conference - St. Pius X High School - Festus, MO, ID 010981                                       | 100    |
| US Merchant Marine Academy Foundation, Inc - Kings Point, NY, ID 001100                                       | 50     |
| USAF Endowment Inc - Usaf Academy, CO, ID 010883                                                              | 100    |
| UWM Foundation Inc - Milwaukee, WI, ID 010158                                                                 | 50     |
| Vanderbilt University - Nashville, TN, ID 007889                                                              | 150    |
| Villanova University - Villanova, PA, ID 003741                                                               | 400    |
| Virgin Valley Artists Association - Mesquite, NV, ID 010617                                                   | 2,000  |
| Virginia Beach Symphony Orchestra - Virginia Beach, VA, ID 001429                                             | 2,950  |
| Virginia Childrens Chorus - Norfolk, VA, ID 010200                                                            | 7,235  |
| Virginia Chorale - Norfolk, VA, ID 010017                                                                     | 5,250  |
| Virginia Commonwealth University Foundation - Virginia Commonwealth University - Massey Cancer Center - Richm | 100    |
| Virginia Engineering Foundation Inc - Charlottesville, VA, ID 010432                                          | 1,000  |
| Virginia Episcopal School - Lynchburg, VA, ID 010546                                                          | 37,600 |
| Virginia Foundation for Independent Colleges - Richmond, VA, ID 002686                                        | 1,500  |
| Virginia Foundation for the Humanities and Public Policy - Charlottesville, VA, ID 001052                     | 500    |
| Virginia Historical Society - Richmond, VA, ID 006008                                                         | 17,771 |
| Virginia Institute of Marine Science Foundation - Gloucester Point, VA, ID 010630                             | 5,000  |
| Virginia Intermont College - Bristol, VA, ID 005185                                                           | 3,500  |
| Virginia Marine Science Museum - Virginia Beach, VA, ID 006830                                                | 7,250  |
| Virginia Military Institute Foundation, Inc - Lexington, VA, ID 007671                                        | 21,174 |
| Virginia Museum of Transportation Inc - Roanoke, VA, ID 001519                                                | 6,875  |
| Virginia Musical Theatre Inc - Virginia Beach, VA, ID 008406                                                  | 100    |
| Virginia Native Plant Society Inc - Boyce, VA, ID 010889                                                      | 100    |
| Virginia Opera Association, Inc - Norfolk, VA, ID 007635                                                      | 19,316 |
| Virginia Stage Company - Norfolk, VA, ID 006562                                                               | 9,450  |
| Virginia Symphony - Norfolk, VA, ID 003308                                                                    | 66,844 |
| Virginia Tech Foundation Inc - WVTF Public Radio - Roanoke, VA, ID 001254                                     | 5,260  |
| Virginia Tech Foundation, Inc - Blacksburg, VA, ID 001452                                                     | 56,968 |
| Virginia Wesleyan College - Norfolk, VA, ID 001386                                                            | 29,535 |
| Virginia Western Community College Educational Foundation Inc - Roanoke, VA, ID 008327                        | 500    |
| Virginia Zoological Society - Norfolk, VA, ID 001018                                                          | 850    |
| Virginians for the Arts Foundation - Richmond, VA, ID 010316                                                  | 300    |
| VSA Arts of Georgia Inc - Atlanta, GA, ID 010615                                                              | 50     |
| Wake Forest College Birthplace Society Inc - Wake Forest, NC, ID 010983                                       | 100    |
| Wake Forest University - Winston-Salem, NC, ID 002341                                                         | 2,125  |
| Walters Art Museum Foundation Inc - Baltimore, MD, ID 010978                                                  | 55     |

| Norfolk Southern Foundation                                                                     |           |
|-------------------------------------------------------------------------------------------------|-----------|
| 52-1328375                                                                                      |           |
| Attachment B                                                                                    |           |
| Matching Gift Summary-2012                                                                      |           |
| Sum of Company Amount                                                                           |           |
| Organization Name                                                                               | Total     |
| Washington & Lee University - Lexington, VA, ID 002253                                          | 7,587     |
| Washington College - Chestertown, MD, ID 008421                                                 | 10,000    |
| Washington University - St Louis, MO, ID 001397                                                 | 10,375    |
| West Virginia Humanities Council Inc - Charleston, WV, ID 010376                                | 2,000     |
| West Virginia University Foundation Inc - Morgantown, WV, ID 011071                             | 100       |
| West Virginia University Foundation, Inc - Morgantown, WV, ID 005118                            | 250       |
| Western Carolina University Foundation - Cullowhee, NC, ID 007694                               | 50        |
| Western Kentucky University Foundation - Bowling Green, KY, ID 010419                           | 100       |
| Western Pennsylvania Conservancy - Pittsburgh, PA, ID 007839                                    | 250       |
| Western Virginia Land Trust - Roanoke, VA, ID 010038                                            | 1,570     |
| Westminster College - New Wilmington, PA, ID 010966                                             | 100       |
| Westminster Schools Inc - Atlanta, GA, ID 008279                                                | 350       |
| WHRO - Norfolk, VA, ID 004397                                                                   | 26,154    |
| WHYY Inc - Philadelphia, PA, ID 006897                                                          | 60        |
| Wilderness Society - Washington, DC, ID 007771                                                  | 100       |
| William and Mary Business School Foundation - Williamsburg, VA, ID 010803                       | 3,350     |
| Wilma Theater Inc - Philadelphia, PA, ID 010235                                                 | 1,550     |
| Winston-Salem State University Foundation Incorporated - Winston Salem, NC, ID 001458           | 169       |
| Winthrop University Foundation - Rock Hill, SC, ID 001309                                       | 1,000     |
| Wisconsin Public Radio Association Inc - Madison, WI, ID 010696                                 | 100       |
| WITF Inc - Harrisburg, PA, ID 010731                                                            | 410       |
| Wofford College - Spartanburg, SC, ID 001176                                                    | 3,050     |
| Wood River Land Trust Company - Hailey, ID, ID 010523                                           | 2,500     |
| World Wildlife Fund Inc - Washington, DC, ID 008347                                             | 1,440     |
| Wyoming Seminary of the Wyoming Annual Conference of the Methodist - Kingston, PA, ID 005708    | 200       |
| Young Audiences of Virginia Inc - Norfolk, VA, ID 004318                                        | 2,062     |
| Youngstown State University Foundation - Youngstown, OH, ID 010243                              | 89        |
| Your Public Radio Corporation - WYPR - Your Public Radio Corporation - Baltimore, MD, ID 010516 | 250       |
| Zoological Society of Cincinnati - Cincinnati, OH, ID 011005                                    | 940       |
| Zoological Society of Philadelphia - Philadelphia, PA, ID 001258                                | 8,000     |
| Grand Total                                                                                     | 1,658,837 |



**NORFOLK SOUTHERN FOUNDATION**  
**52-1328375**  
**2012**

**Information About Officers, Directors, Trustees, Foundation Managers**

Attachment for Part VIII, Question 1, 990 PF

| Name and Address    | Title                              | Hours per Week<br>Devoted to Position |                                                        |
|---------------------|------------------------------------|---------------------------------------|--------------------------------------------------------|
| Charles W Moorman   | Chairman, President, & CEO         | 1 hour                                |                                                        |
| James A. Hixon      | Vice President & Executive Officer | 2 hours                               |                                                        |
| James A Squires     | Vice President                     | 0 hours                               |                                                        |
| Deborah H Butler    | Vice President                     | 0 hours                               | <b>ALL OFFICERS SERVE<br/>WITHOUT<br/>COMPENSATION</b> |
| Mark D Manion       | Vice President                     | 0 hours                               |                                                        |
| John Rathbone       | Vice President                     | 0 hours                               |                                                        |
| Donald W Seale      | Vice President                     | 0 hours                               |                                                        |
| Colin M. Barton     | Treasurer                          | 1 hour                                |                                                        |
| Kathleen U. Cook    | Assistant Treasurer                | 1 hour                                |                                                        |
| Jacqueline Gray     | Assistant Treasurer                | 0 hours                               |                                                        |
| Judith K Sublett ** | Assistant Treasurer                | 1 hour                                |                                                        |
| Denise Hutson       | Secretary                          | 5 hours                               |                                                        |
| Leslie S Farless    | Assistant Secretary                | 0 hours                               |                                                        |
| Howard D McFadden   | Assistant Secretary                | 0 hours                               |                                                        |
| Kinsha Swain        | Assistant Secretary                | 0 hours                               |                                                        |

All officers are located at Three Commercial Place, Norfolk, Virginia 23510-2191, except as otherwise noted.

\*\* 110 Franklin Road SE, Roanoke, Virginia 24042