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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation BIRDSONG CHARITABLE FOUNDATION		A Employer identification number 54-1607210	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 1400		B Telephone number (see instructions) (757) 539-3456	
City or town, state, and ZIP code SUFFOLK, VA 23439		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 9,883,386	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	6,500,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	24	24	24	
	4 Dividends and interest from securities.	84,352	84,352	84,352	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	☒ -5,301			
	b Gross sales price for all assets on line 6a _____ 672,376				
	7 Capital gain net income (from Part IV , line 2)		15,041		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	6,579,075	99,417	84,376	
	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)				
	c Other professional fees (attach schedule)	☒ 32,377			
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	☒ 303			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	☒ 99			
	24 Total operating and administrative expenses. Add lines 13 through 23	32,779	0		0
	25 Contributions, gifts, grants paid	1,418,175			1,418,175
	26 Total expenses and disbursements. Add lines 24 and 25	1,450,954	0		1,418,175
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	5,128,121			
	b Net investment income (if negative, enter -0-)		99,417		
	c Adjusted net income (if negative, enter -0-)			84,376	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,325,076	168,407	168,407
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	3,280,596	9,564,681	9,714,979
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,605,672	9,733,088	9,883,386	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	4,605,672	9,733,088	
	30	Total net assets or fund balances (see page 17 of the instructions)	4,605,672	9,733,088	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,605,672	9,733,088	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	4,605,672
2	Enter amount from Part I, line 27a	2	5,128,121
3	Other increases not included in line 2 (itemize) ▶ _____	3	4
4	Add lines 1, 2, and 3	4	9,733,797
5	Decreases not included in line 2 (itemize) ▶ _____	5	709
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,733,088

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	15,041
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	

Part V

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))		
2011	732,825	3,495,637	0 209640		
2010	554,325	3,454,695	0 160456		
2009	1,357,404	3,089,307	0 439388		
2008	1,082,336	2,798,675	0 386732		
2007	193,500	3,220,440	0 060085		
2 Total of line 1, column (d).				2	1 256301
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years				3	0 251260
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.				4	4,028,944
5 Multiply line 4 by line 3.				5	1,012,312
6 Enter 1% of net investment income (1% of Part I, line 27b).				6	994
7 Add lines 5 and 6.				7	1,013,306
8 Enter qualifying distributions from Part XII, line 4.				8	1,418,175

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

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	994
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	994
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	994
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	600	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	600
8		Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	6
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	400
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	Refunded	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either - By language in the governing instrument, or - By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) VA _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶ORGANIZATION Telephone no ▶(757) 539-3456 Located at ▶612 MADISON AVE SUFFOLK VA ZIP +4 ▶23434			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GEORGE Y BIRDSONG 612 MADISON AVE SUFFOLK, VA 23434	DIRECTOR/TRE 1 00	0	0	0
THOMAS H BIRDSONG 612 MADISON AVE SUFFOLK, VA 23434	DIRECTOR 1 00	0	0	0
STEPHEN L HUBER 612 MADISON AVE SUFFOLK, VA 23434	DIRECTOR/SEC 1 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.				

Part VIII

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Part IX-A Summary of Direct Charitable Activities

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	

Form **990-PF** (2012)

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	3,781,607
b	Average of monthly cash balances.	1b	308,691
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,090,298
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	4,090,298
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	61,354
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,028,944
6	Minimum investment return. Enter 5% of line 5.	6	201,447

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	201,447
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	994
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	994
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	200,453
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	200,453
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	200,453

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,418,175
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,418,175
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	994
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,417,181
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				200,453
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				39,375
b From 2008.				944,638
c From 2009.				1,204,531
d From 2010.				383,538
e From 2011.				560,152
f Total of lines 3a through e.	3,132,234			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,418,175				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				200,453
e Remaining amount distributed out of corpus	1,217,722			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,349,956			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	39,375			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	4,310,581			
10 Analysis of line 9				
a Excess from 2008. . . .				944,638
b Excess from 2009. . . .				1,204,531
c Excess from 2010. . . .				383,538
d Excess from 2011. . . .				560,152
e Excess from 2012. . . .				1,217,722

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

NONE

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2

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

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

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,418,175
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	24	
4	Dividends and interest from securities. . . .			14	84,352	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.			14		
8	Gain or (loss) from sales of assets other than inventory			14	15,041	-20,342
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .				99,417	-20,342
13	Total. Add line 12, columns (b), (d), and (e).			13		79,075

[illegible]

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.			No
(2) Other assets.			No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.			No
(2) Purchases of assets from a noncharitable exempt organization.			No
(3) Rental of facilities, equipment, or other assets.			No
(4) Reimbursement arrangements.			No
(5) Loans or loan guarantees.			No
(6) Performance of services or membership or fundraising solicitations.			No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.			No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received			

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.		
	*****	2013-05-06	*****
	Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN
	J WAYNE SCOTT	J WAYNE SCOTT	2013-05-09		
	Firm's name ☐	FRANK EDWARD SHEFFER & CO		Firm's EIN ☐	
		112 W WASHINGTON ST STE 100			
	Firm's address ☐	SUFFOLK, VA 234345246		Phone no (757) 539-3446	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors
▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization BIRDSONG CHARITABLE FOUNDATION	Employer identification number 54-1607210
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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 33¹/₃% 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 BIRDSONG CHARITABLE FOUNDATION	Employer identification number 54-1607210
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	BIRDSONG CORPORATION PO BOX 1400 SUFFOLK, VA 23434	\$ 6,500,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization BIRDSONG CHARITABLE FOUNDATION	Employer identification number 54-1607210
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization BIRDSONG CHARITABLE FOUNDATION	Employer identification number 54-1607210
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		

TY 2012 Compensation Explanation**Name:** BIRDSONG CHARITABLE FOUNDATION**EIN:** 54-1607210

Person Name	Explanation
GEORGE Y BIRDSONG	
THOMAS H BIRDSONG	
STEPHEN L HUBER	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: BIRDSONG CHARITABLE FOUNDATION

EIN: 54-1607210

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
VARIOUS PUBLICLY TRADED SECURITIES	2010-01	PURCHASE	2012-01		657,335	677,677			-20,342	

**TY 2012 Investments Corporate
Stock Schedule****Name:** BIRDSONG CHARITABLE FOUNDATION**EIN:** 54-1607210

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVEST - SCHWAB SECURITIES	1,270,073	1,355,820
INVESTORS SECURITY MANAGED ACCT MUTU	8,294,608	8,359,159

TY 2012 Other Decreases Schedule

Name: BIRDSONG CHARITABLE FOUNDATION

EIN: 54-1607210

Description	Amount
FEDERAL EXCISE TAX	709

TY 2012 Other Expenses Schedule

Name: BIRDSONG CHARITABLE FOUNDATION

EIN: 54-1607210

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BANK CHARGES	99			

TY 2012 Other Increases Schedule

Name: BIRDSONG CHARITABLE FOUNDATION

EIN: 54-1607210

Description	Amount
PRIOR YEAR ROUNDING	4

TY 2012 Other Professional Fees Schedule**Name:** BIRDSONG CHARITABLE FOUNDATION**EIN:** 54-1607210

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING SERVICE	1,050			
MANAGEMENT FEES	31,327			

TY 2012 Taxes Schedule**Name:** BIRDSONG CHARITABLE FOUNDATION**EIN:** 54-1607210

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LICENSES & FEES	25			
FOREIGN TAXES PD	278			

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHESAPEAKE BAY FOUNDATION 1800 BANK OF AMERICA CTR NORFOLK,VA 235102197		EXEMPT ORG	ENVIRONMENT	50,000
NATL FFA FOUNDATION PO BOX 68960 INDIANAPOLIS,IN 462680960		EXEMPT ORG	EDUCATION	1,125
PEANUT FOUNDATION 1500 KING STREET STE 301 ALEXANDRIA,VA 22314		EXEMPT ORG	EDUCATION	50,000
RANDOLPH MACON COLLEGE PO BOX 5005 ASHLAND,VA 230055505		EXEMPT ORG	EDUCATION	250,000
SUFFOLK CTR CULTUR ARTS PO BOX 147 SUFFOLK,VA 234390147		EXEMPT ORG	CUTURAL ARTS	210,000
YOUNG LIFE-WESTERN TIDEWA 251 NORTH MAIN STREET SUFFOLK,VA 23434		EXEMPT ORG	YOUTH MINISTRIES	200
MAIN STREET METHODIST CHURCH 202 N MAIN STREET SUFFOLK,VA 23434		EXEMPT ORG	RELIGIOUS	100,000
VIRGINIA WESLEYAN COLLEGE 1584 WESLEYAN DRIVE NORFOLK,VA 23502		EXEMPT ORG	EDUCATION	150,000
SUFFOLK EDUCATION FOUNDATION P O BOX 394 SUFFOLK,VA 23439		EXEMPT ORG	EDUCATION	1,000
SUFFOLK ROTARY CHARITABLE FOUNDATIO P O BOX 1972 SUFFOLK,VA 23439		EXEMPT ORG	CIVIC	2,000
SUFFOLK UNITED WAY 707 GITTINGS ST STE 160 SUFFOLK,VA 23434		EXEMPT ORG	HUMANITARIAN	16,000
VIRGINIA UNITED METHODIST CHURCH P O BOX 5606 GLEN ALLEN,VA 23058		EXEMPT ORG	RELIGIOUS	50,000
ADVANCING EARLY 182 COURT SQUARE BLAKELY,GA 39823		EXEMPT ORG	CIVIC	55,000
BUSINESS CONSORTIUM FOR ARTS SUPPOR ONE COMMERCIAL PL 1410 NORFOLK,VA 23510		EXEMPT ORG	CULTURAL ARTS	10,500
PAUL D CAMP COMMUNITY COLLEGE 100 N COLLEGE DRIVE FRANKLIN,VA 23851		EXEMPT ORG	EDUCATION	10,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHRYSLER MUSEUM 245 WOLNEY ROAD NORFOLK,VA 23510		EXEMPT ORG	ARTS	25,000
COLQUITTMILLER ARTS COUNCIL PO BOX 567 COLQUITT,GA 39837		EXEMPT ORG	ARTS	50,000
CROSS TIMBERS FINE ARTS COUNCIL PO BOX 1172 STEPHENVILLE,TX 76401		EXEMPT ORG	ARTS	15,000
FIRST UNITED METHODIST CHURCH 422 W WASHINGTON ST STEPHENVILLE,TX 76401		EXEMPT ORG	RELIGIOUS	24,000
HABITAT FOR HUMANITY SUFFOLK CHAPTE 620 W WASHINGTON STREET SUFFOLK,VA 23434		EXEMPT ORG	HUMANITARIAN	10,000
HIGH STREET UNITED METH CHURCH 301 W FIRST AVE FRANKLIN,VA 23851		EXEMPT ORG	RELIGIOUS	10,000
PROJECT PEANUT BUTTER 7435 FLORA AVE ST LOUIS,MO 63143		EXEMPT ORG	HUMANITARIAN	20,000
SENTARA HEALTH FOUNDATION NIGHTINGA 6015 POPLAR HALL DR STE NORFOLK,VA 23502		EXEMPT ORG	HEALTH	10,000
SOUTHWEST GEORGIA ACADEMY 14105 SR 200 DAMASCUS,GA 39841		EXEMPT ORG	EDUCATION	10,000
SUFFOLK YMCA 2769 GODWIN BLVD SUFFOLK,VA 23434		EXEMPT ORG	CIVIC	80,000
SUFFOLK FOUNDATION 106 FINNEY AVE SUFFOLK,VA 23434		EXEMPT ORG	CIVIC	10,000
TARLETON STATE UNIVERSITY 1333 W WASHINGTON ST STEPHENVILLE,TX 76401		EXEMPT ORG	EDUCATION	15,000
UNIVERSITY OF VA CHILDREN'S HOSPITA PO BOX 800773 CHARLOTTESVILLE,VA 229080773		EXEMPT ORG	HEALTH	50,000
VA FOUNDATION FOR IND COLLEGES 8010 RIDGE RD RICHMOND,VA 23229		EXEMPT ORG	EDUCATION	18,500
ACADEMY OF MUSIC PO BOX 11146 NORFOLK,VA 23517		EXEMPT ORG	ARTS	2,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN RED CROSS SUFFOLK CHAPTER PO BOX 129 SUFFOLK,VA 23434		EXEMPT ORG	HUMANITARIAN	1,000
AMERICAN CANCER SOCIETY 4416 EXPRESSWAY DRIVE VIRGINIA BEACH,VA 23452		EXEMPT ORG	HEALTH	1,000
AMERICAN DIABETES ASSOCIATION 870 GREENBRIER CIR 404 CHESAPEAKE,VA 23320		EXEMPT ORG	HEALTH	2,500
BOY SCOUTS OF AMERICA 1248 HOLLAND RD SUFFOLK,VA 23434		EXEMPT ORG	CIVIC	1,500
BETTER MAN COALITION PO BOX 526 SUFFOLK,VA 23439		EXEMPT ORG	CIVIC	1,000
L D BRITT MD SCHOLARSHIP FUND 825 FAIRFAX AVE NORFOLK,VA 23507		EXEMPT ORG	EDUCATION	1,000
BROWNFIELD UNITED FUND 501 W MAIN STREET 104 BROWNFIELD,TX 79316		EXEMPT ORG	HUMANITARIAN	5,000
THE CHILDREN'S CENTER 300 EXECUTIVE COURT SUFFOLK,VA 23434		EXEMPT ORG	HUMANITARIAN	1,000
CHILDRENS HOSPITAL OF THE KINGS DAU 601 CHILDRENS LANE NORFOLK,VA 23507		EXEMPT ORG	HEALTH	6,000
CIVIC LEADERSHIP INSTITUTE 5200 HAMPTON BLVD NORFOLK,VA 23508		EXEMPT ORG	CIVIC	2,500
EASTERN VIRGINIA MEDICAL SCHOOL PO BOX 1980 NORFOLK,VA 23501		EXEMPT ORG	EDUCATION	2,500
SMART BEGINNINGS OF SOUTHAMPTON RDS 112 GRANBY STREET NORFOLK,VA 23510		EXEMPT ORG	CIVIC	1,000
EDMARC HOSPICE FOR CHILDREN P O BOX 2105 CHESAPEAKE,VA 23327		EXEMPT ORG	HEALTH	500
FOUNDATION FOR AGRICULTURE IN THE C PO BOX 27552 RICHMOND,VA 23261		EXEMPT ORG	EDUCATION	1,000
FOODBANK OF SOUTHEASTERN VIRGINIA PO BOX 1940 NORFOLK,VA 23501		EXEMPT ORG	HUMANITARIAN	2,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FRANKLIN UNITED WAY 116 N MAIN ST FRANKLIN,VA 23851		EXEMPT ORG	HUMANITARIAN	2,500
FRANKLIN YMCA 300 CRESCENT DR FRANKLIN,VA 23851		EXEMPT ORG	CIVIC	2,000
GIRL SCOUTS OF COLONIAL COAST 206 SUMMERFIELD CT SUFFOLK,VA 23434		EXEMPT ORG	CIVIC	1,500
GORMAN SCHOOL PTO 114 E LEXINGTON GORMAN,TX 76454		EXEMPT ORG	CIVIC	250
GORMAN VOLUNTEER FIRE DEPT PO BOX 476 GORMAN,TX 76454		EXEMPT ORG	CIVIC	2,000
GORMAN BASEBALL COMMISSION PO BOX 722 GORMAN,TX 76454		EXEMPT ORG	CIVIC	500
GREATER CHUCKATUCK HISTORICAL FOUND PO BOX 2384 SUFFOLK,VA 23432		EXEMPT ORG	CIVIC	1,000
HARRIS METHODIST HOSPITAL PO BOX 1399 STEPHENVILLE,TX 76401		EXEMPT ORG	HEALTH	500
HAMPTON ROADS ECON DEVL P ALLIANCE 500 MAIN ST STE 1300 NORFOLK,VA 23510		EXEMPT ORG	CIVIC	4,000
HOPE INC PO BOX 1243 STEPHENVILLE,TX 76401		EXEMPT ORG	HUMANITARIAN	500
HOFFLER CREEK WILDLIFE FOUNDATION 4510 TWIN PINES RD PORTSMOUTH,VA 23703		EXEMPT ORG	ENVIRONMENTAL	1,000
KINGS KIDS OF AMERICA INC PO BOX 3163 SUFFOLK,VA 23439		EXEMPT ORG	CIVIC	500
HAMPTON RDS GIFT PLANNING COUNCIL 477 VIKING DRIVE STE 430 VIRGINIA BEACH,VA 23452		EXEMPT ORG	CIVIC	500
MEMPHIS FIRE DEPARTMENT 721 ROBERTSON MEMPHIS,TX 79425		EXEMPT ORG	CIVIC	500
NANSEMOND SUFFOLK RESCUE SQUAD P O BOX 1515 SUFFOLK,VA 23439		EXEMPT ORG	HEALTH	6,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE NATURE CONSERVANCY 490 WESTFIELD RD CHARLOTTESVILLE,VA 22901		EXEMPT ORG	ENVIRONMENTAL	5,000
NANSEMOND RIVER PRESERVATION ALLIAN PO BOX 6151 SUFFOLK,VA 23433		EXEMPT ORG	ENVIRONMENTAL	1,000
NATIONAL INST FOR LEARNING DISABILI 801 GREENBRIER PKWY ST B CHESAPEAKE,VA 23320		EXEMPT ORG	EDUCATION	5,000
NSA POP WARNER FOOTBALL INC PO BOX 1400 SUFFOLK,VA 23439		EXEMPT ORG	CIVIC	5,000
OPERATION SMILE 6435 TIDEWATER DR NORFOLK,VA 23509		EXEMPT ORG	HUMANITARIAN	2,000
OXFORD UNITED METHODIST CHURCH 601 W WASHINGTON ST SUFFOLK,VA 23434		EXEMPT ORG	RELIGIOUS	2,000
PEARSALL FIRE DEPARTMENT 217 S OAK PEARSALL,TX 78061		EXEMPT ORG	CIVIC	500
PHYSICIANS FOR PEACE 229 W BUTE STREET STE 20 NORFOLK,VA 23510		EXEMPT ORG	HUMANITARIAN	2,500
PRESBYTERIAN HOME & FAMILY SERVICES 150 LINDEN AVE LYNCHBURG,VA 23503		EXEMPT ORG	HUMANITARIAN	500
SAMUEL L SLOVER LIBRARY 500 E MAIN ST STE 1500 NORFOLK,VA 23510		EXEMPT ORG	CIVIC	5,000
SOUTHEASTERN 4-H EDUCATIONAL CENTER 15189 AIRFIELD ROAD WAKEFIELD,VA 23888		EXEMPT ORG	EDUCATION	1,000
SOUTHAMPTON ACADEMY 26495 OLD PLANK RD COURTLAND,VA 23837		EXEMPT ORG	EDUCATION	2,000
STAR COUNCIL ON SUBSTANCE ABUSE PO BOX 976 STEPHENVILLE,TX 76401		EXEMPT ORG	HEALTH	3,500
SUFFOLK SALVATION ARMY 400 BANK STREET SUFFOLK,VA 23434		EXEMPT ORG	HUMANITARIAN	1,500
SUFFOLK CRIME LINE PO BOX 75 SUFFOLK,VA 23439		EXEMPT ORG	CIVIC	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SUFFOLK MEALS ON WHEELS PO BOX 1100 SUFFOLK,VA 23439		EXEMPT ORG	HUMANITARIAN	1,000
SUFFOLK LITERACY COUNCIL 216 N MAIN ST SUFFOLK,VA 23434		EXEMPT ORG	EDUCATION	250
SUFFOLK NANSEMOND HISTORICAL SOCIET PO BOX 1255 SUFFOLK,VA 23439		EXEMPT ORG	CIVIC	2,500
SUFFOLK YOUTH ATHLETIC ASSOCIATION PO BOX 3081 SUFFOLK,VA 23439		EXEMPT ORG	CIVIC	2,500
TIDEWATER YOUTH SERVICE FOUNDATION 2404 AIRLINE BLVD PORTSMOUTH,VA 23701		EXEMPT ORG	CIVIC	1,000
UNIVERSITY OF VIRGINIA-DARDEN SCHOO PO BOX 7726 CHARLOTTESVILLE,VA 22906		EXEMPT ORG	EDUCATION	500
UNITED METHODIST FOUNDATION PO BOX 1719 GLEN ALLEN,VA 23060		EXEMPT ORG	RELIGIOUS	1,000
UNITED NEGRO COLLEGE FUND PO BOX 2442 NORFOLK,VA 23501		EXEMPT ORG	EDUCATION	500
VIRGINIA OPERA ASSOCIATION PO BOX 687 NORFOLK,VA 23501		EXEMPT ORG	ARTS	2,500
VIRGINIA COUNCIL ON ECONOMIC EDUCAT 1015 FLOYD AVE RICHMOND,VA 23284		EXEMPT ORG	EDUCATION	100
VIRGINIA SYMPHONY 861 GLENROCK RD STE 200 NORFOLK,VA 23502		EXEMPT ORG	ARTS	2,500
VIRGINIA FFA FOUNDATION PO BOX 472 BRIDGEWATER,VA 22812		EXEMPT ORG	EDUCATION	250
THE VIRGINIA COLLEGE FUND 3122 W MARSHALL ST RICHMOND,VA 23230		EXEMPT ORG	EDUCATION	500
VIRGINIA ATHLETICS FOUNDATION PO BOX 400833 CHARLOTTESVILLE,VA 22904		EXEMPT ORG	EDUCATION	1,000
VOLUNTEER HAMPTON ROADS 400 WOLNEY ROAD STE B NORFOLK,VA 23507		EXEMPT ORG	CIVIC	2,500

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Name and address (home or business)				
a <i>Paid during the year</i>				
VPI TIDEWATER RESEARCH STATION 6321 HOLLAND RD SUFFOLK,VA 23437		EXEMPT ORG	EDUCATION	1,000
WESLEY THEOLOGICAL SEMINARY 4500 MASSACHUSETTS AVE NW WASHINGTON,DC 20016		EXEMPT ORG	EDUCATION	1,000
WHRO PUBLIC BROADCASTING 5200 HAMPTON BLVD NORFOLK,VA 23508		EXEMPT ORG	ARTS	1,000
Total  3a				1,418,175