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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 February 1, 2012, and ending January 31, 2013

Name of foundation Williams Mullen Foundation		A Employer identification number 54-1700227	
Number and street (or P.O. box number if mail is not delivered to street address) P. O. Box 1320		B Telephone number (see instructions) (804) 420-6000	
City or town, state, and ZIP code Richmond, VA 23218		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/>	
		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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 143,719		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <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)	330,000			
	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)				
	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	330,000			
	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)				
	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 (attach schedule)	200			
	24 Total operating and administrative expenses. Add lines 13 through 23	200			200
25 Contributions, gifts, grants paid	300,311			300,311	
26 Total expenses and disbursements. Add lines 24 and 25	300,511			300,511	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	29,489				
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

4 P

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	114,230	143,719	143,719
	2 Savings and temporary cash investments			
	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 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)			
	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)	114,230	143,719	143,719	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)			
	31 Total liabilities and net assets/fund balances (see instructions)	114,230	143,719	

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	114,230
2 Enter amount from Part I, line 27a	2	29,489
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	143,719
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	143,719

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				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
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 as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>		2	NONE
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	NONE

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.

(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			
2010			
2009	N/A		
2008			
2007			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4			8
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1		
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		
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	NONE	
6	Credits/Payments.			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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		
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	NONE	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ _____ (2) On foundation managers. <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
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? <i>If "Yes," attach a conformed copy of the changes</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/>		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	✓	
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)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ▶				
14	The books are in care of ▶ Craig Rascoe	Telephone no. ▶	(804) 420-6472	
	Located at ▶ 200 South 10th St., Suite 1600, Richmond, VA	ZIP+4 ▶	23219	
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		▶ <input type="checkbox"/>
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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			✓

Part VII-B Statements Regarding Activities for Which Form 4720 May Be RequiredFile **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)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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? <input type="checkbox"/> Yes <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input 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)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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	✓

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)?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?

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?**5b****6b****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
John L. Walker P. O. Box 1320, Richmond, VA 23218	President & Director <1 hour	0	0	0
Thomas R. Frantz P. O. Box 1320, Richmond, VA 23218	Director <1 hour	0	0	0
Craig L. Rascoe P. O. Box 1320, Richmond, VA 23218	Director <1 hour	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

NONE

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 **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 Contributions to 501(c)(3) Organizations	
	277,811
2 Student Education Grants	
	22,500
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1	
2	
All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3 **NONE**

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	
b	Average of monthly cash balances	1b	126,646
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	126,646
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	126,646
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,900
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	124,746
6	Minimum investment return. Enter 5% of line 5	6	6,237

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	6,237
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,237
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	6,237
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	6,237

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	300,511
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	300,511
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	300,511

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				6,237
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	341,088			
b From 2008	373,338			
c From 2009	330,634			
d From 2010	329,668			
e From 2011	344,150			
f Total of lines 3a through e	1,718,878			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ _____ 300,511				
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				6,237
e Remaining amount distributed out of corpus	294,274			
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	2,013,152			
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				
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)	341,088			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,672,064			
10 Analysis of line 9:				
a Excess from 2008	373,338			
b Excess from 2009	330,634			
c Excess from 2010	329,668			
d Excess from 2011	344,150			
e Excess from 2012	294,274			

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

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

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

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

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

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

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

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 <i>Paid during the year</i>					
See Attached Schedule					
Total				3a	300,311
b <i>Approved for future payment</i>					
Total				3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				
5 Net rental income or (loss) from real estate				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory				
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)				
13 Total. Add line 12, columns (b), (d), and (e)				

(See worksheet in line 13 instructions to verify calculations.)

13 NONE

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

Schedule of Contributors

OMB No 1545-0047

2012

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

Name of the organization

Employer identification number

Williams Mullen Foundation

54-1700227

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 1/3 % 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 Williams Mullen Foundation	Employer identification number 54-1700227
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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
	Farhad Aghdami 108 Penshurst Rd. Richmond, VA 23221	\$ 5,100	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	William D. Bayliss 7 Greenway Lane Richmond, VA 23226	\$ 5,800	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	R. Stuart Broom 8512 Shadeway Place Springfield, VA 22153	\$ 5,200	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	Thomas R. Frantz 1016 Curlew Dr. Virginia Beach, VA 23451	\$ 7,700	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	M. Keith Kapp 1615 Craig St. Raleigh, NC 27608	\$ 14,600	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	William A. Old, Jr. 111B 84th St Virginia Beach, VA 23451	\$ 11,200	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization Williams Mullen Foundation	Employer identification number 54-1700227
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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
-----	Lawrence R. Siegel 1292 Southfield Pl. Virginia Beach, VA 23452	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	Julious P. Smith, Jr. 4504 Coventry Rd. Richmond, VA 23221	\$ 5,700	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

Williams Mullen Foundation

54-1700227

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

Employer identification number

Williams Mullen Foundation

54-1700227

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 + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(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 + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(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 + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(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 + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----

WILLIAMS MULLEN FOUNDATION
54-1700227

Over 2% Over \$5000 CONTRIBUTORS

			\$	%
Thomas R Frantz	1016 Curlew Dr	Virginia Bch, VA 23451	7,700	2.01%
Lawrence R Siegel	1292 Southfield Pl	Virginia Bch, VA 23452	10,000	2.32%
Julious P Smith, Jr	4504 Coventry Rd	Richmond, VA 23221	5,700	2.43%
			<hr/> 23,400	7%

WILLIAMS MULLEN FOUNDATION
SCHEDULE OF CONTRIBUTIONS, GIFTS AND GRANTS PAID
TAX YEAR 2/1/12 - 1/31/13

Date	Num	Description	Amount
9/20/2012	50875	Alzheimer's Association Of Greater Richmond 4600 Cox Road//Suite 103 Glen Allen VA 23060	(1,000 00)
6/19/2012	50836	American Diabetes Association{Alternate1} 2418 Blue Ridge Road//Suite 206 Raleigh NC 27607	(250 00)
6/19/2012	50836	American Diabetes Association{Alternate1} 2418 Blue Ridge Road//Suite 206 Raleigh NC 27607	(250 00)
2/1/2012	50755	American Heart Association 4217 Park Place Court Glen Allen VA 23060	(7,500.00)
2/1/2012	50756	American Heart Association 4217 Park Place Court Glen Allen VA 23060	(1,500 00)
2/1/2012	50756	American Heart Association 4217 Park Place Court Glen Allen VA 23060	(1,500.00)
2/29/2012	50774	American Heart Association 4217 Park Place Court Glen Allen VA 23060	(3,950 00)
3/30/2012	50798	American Heart Association 4217 Park Place Court Glen Allen VA 23060	(2,720.00)
7/27/2012	50850	American Heart Association 4217 Park Place Court Glen Allen VA 23060	(2,500 00)
3/12/2012	50782	American Red Cross International Response Fund 420 East Cary Street Richmond VA 23219	(1,000 00)
3/27/2012	50791	American Red Cross Triangle Area Chapter 100 N. Peartree Lane Raleigh NC 27610	(1,400 00)
12/12/2012	50919	American Red Cross, Greater Richmond Chapter 420 East Cary Street Richmond VA 23219	(2,890.00)
6/19/2012	50817	American Red Cross, Virginia Capital Region 420 East Cary Street Richmond VA 23219	(1,250.00)
9/26/2012	50883	Amerigroup Foundation 1801 Sara Drive, Suite H Chesapeake VA 23320	(2,181.76)

3/19/2012	50789	Arthritis Foundation 5101 Cleveland Street//Suite 307 Virginia Beach VA 23462	(750.00)
4/25/2012	50799	Battersea Foundation 29 West Bank Street Petersburg VA 23803	(933.00)
8/17/2012	50864	Beth Sholom House Of Eastern Virginia 6401 Auburn Drive Virginia Beach VA 23464	(1,000 00)
9/20/2012	50876	Bonnie J Addario Lung Cancer Foundation 1100 Industrial Road//Ste 1 San Carlos CA 94070	(1,500 00)
2/29/2012	50779	Boy Scouts Of America, Mecklenburg County Council 1410 E. 7th Street Charlotte NC 28204	(670 00)
2/29/2012	50775	Boy Scouts Of America, Occoneechee Council P O. Box 41229 Raleigh NC 27629	(2,500 00)
2/13/2012	50771	Boy Scouts Of America{Alternate} P O. Box 6809 Richmond VA 23230	(1,465 00)
6/21/2012	50837	Boys & Girls Club Of The Virginia Peninsula Foundation 11825 Rock Landing Drive//Chesapeake Building, Ste. B Newport News VA 23606	(1,500.00)
2/1/2012	50757	Boys & Girls Clubs Of Central Virginia P O. Box 707 Charlottesville VA 22902	(600 00)
7/27/2012	50851	Business Consortium For Arts Support{Alternate} 101 West Main Street//Suite 4500 Norfolk VA 23510	(6,000.00)
6/19/2012	50818	Cameron Art Museum 3201 South 17th Street Wilmington NC 28412	(1,900 00)
3/27/2012	50792	Cape Henry Collegiate School 1320 Mill Dam Road Virginia Beach VA 23454	(2,000.00)
3/27/2012	50792	Cape Henry Collegiate School 1320 Mill Dam Road Virginia Beach VA 23454	(2,000.00)
9/20/2012	50877	Capital City Clauses P O Box 6458 Raleigh NC 27628	(500.00)
6/19/2012	50819	Central Virginia Legal Aid Society{Alternate} P O. Box 1213 Richmond VA 23218	(1,000 00)
10/5/2012	50885	Champions For Kids Foundation 1875 Laskin Road Virginia Beach VA 23454	(550 00)

11/7/2012	50900	Charlottesville Area Community Foundation P O Box 1767 Charlottesville VA 22902	(1,000.00)
11/1/2012	50894	Chesapeake Bay Wine Classic Foundation P.O Box 1175 Virginia Beach VA 23451	(2,640 00)
10/5/2012	50886	Chesterfield Public Education Foundation, Inc. P O Box 3883 Richmond VA 23235	(600 00)
2/1/2012	50758	Children's Home Society Of Virginia 4200 Fitzhugh Avenue Richmond VA 23230	(868 00)
5/7/2012	50811	Children's Hospital Foundation 2924 Brook Road Richmond VA 23220	(2,000 00)
10/5/2012	50887	Children's Hospital Of The Kings Daughters 601 Children's Lane Norfolk VA 23507	(1,000 00)
6/19/2012	50820	ChildSavers 200 North 22nd Street Richmond VA 23223	(500 00)
7/27/2012	50852	Chrysler Museum Of Art{Alternate} 245 West Olney Road Norfolk VA 23510	(4,270 00)
7/25/2012	50841	College Of William & Mary P.O Box 8795 Williamsburg VA 23187-8795	(1,250 00)
11/15/2012	50905	College Of William & Mary P O Box 8795 Williamsburg VA 23187-8795	(1,250.00)
11/2/2012	50897	Collegiate School 103 N Mooreland Road Richmond VA 23229	(1,200.00)
10/4/2012	50884	Commonwealth Parenting 5206 Markel Road//Suite 300 Richmond VA 23230	(1,000 00)
10/5/2012	50888	Crystal Ball For a Cure Inc 1724 N Alanton Drive Virginia Beach VA 23454	(1,750 00)
10/5/2012	50888	Crystal Ball For a Cure Inc. 1724 N. Alanton Drive Virginia Beach VA 23454	(1,750 00)
4/25/2012	50800	Cullather Brain Tumor And Quality Of Life Center 5875 Bremo Road//Suite 108 Richmond VA 23226	(2,400 00)
9/20/2012	50878	D A Taylor Charitable Foundation P O. Box 3403 Norfolk VA 23514	(300 00)
10/5/2012	50889	D'Art Center 208 East Main Street Norfolk VA 23510	(600 00)

7/27/2012	50853	Down Syndrome Association Of Greater Richmond P.O Box 70789 Richmond VA 23255	(700.00)
8/17/2012	50866	Duke Raleigh Hospital Guild 3400 Wake Forest Road Raleigh NC 27609	(300.00)
7/25/2012	50842	Duke University Cashiering Box 90759 Durham NC 27708-0759	(1,250.00)
11/15/2012	50908	Duke University Cashiering Box 90759 Durham NC 27708-0759	(1,250.00)
2/29/2012	50776	Durham Chamber Legacy Foundation P.O Box 3829 Durham NC 27702	(1,250 00)
1/28/2013	50929	Eastern Virginia Medical School P O. Box 1980 Norfolk VA 23501	(2,500 00)
2/1/2012	50759	Economics Club of Hampton Roads ODU//2004 Constant Hall Norfolk VA 23529	(529 00)
7/25/2012	50843	Elon University P O Box 398 Elon NC 27244	(1,250.00)
11/15/2012	50909	Elon University P O Box 398 Elon NC 27244	(1,250 00)
2/29/2012	50773	Foodbank Of Southeastern Virginia{Alternate} 800 Tidewater Drive Norfolk VA 23504	(640.00)
3/27/2012	50793	For Kids P.O Box 6044 Norfolk VA 23508	(4,500 00)
12/18/2012	50920	Girl Power 2 Cure, Inc 2891 Breakers Court Amelia Island FL 32034	(1,500 00)
1/15/2013	50925	Goochland Rotary Club Foundation P.O. Box 281 Manakin- Sabot VA 23103	(600.00)
11/20/2012	50911	Greater Raleigh Chamber Of Commerce P. O Box 2978 Raleigh NC 27602-2978	(5,000 00)
6/19/2012	50821	Greater Richmond Chamber Foundation P.O. Box 1598 Richmond VA 23218-1598	(10,000.00)
6/19/2012	50822	Hampden-Sydney College Institutional Advancement Hampden-Sydney VA 23943	(5,000.00)
8/31/2012	50872	Hampden-Sydney College{Alternate2} P O Box 637 Hampden-Sydney VA 23943	(2,000 00)
6/19/2012	50823	Hampton Roads Chamber Foundation 420 Bank Street Norfolk VA 23510	(5,000.00)
7/25/2012	50844	Hampton University Business Office Hampton VA 23668	(1,250.00)
11/15/2012	50906	Hampton University Business Office Hampton VA 23668	(1,250 00)

7/27/2012	50855	Hebrew Academy Of Tidewater 500 Corporate Woods Drive//Suite 180 Virginia Beach VA 23462	(1,000 00)
5/7/2012	50812	Horizons Hampton Roads{Alternate1} 2529 Virginia Beach Blvd//Suite 200 Virginia Beach VA 23452	(1,250 00)
5/7/2012	50812	Horizons Hampton Roads{Alternate1} 2529 Virginia Beach Blvd//Suite 200 Virginia Beach VA 23452	(1,250 00)
3/12/2012	50783	Hospital Hospitality House 612 East Marshall Street Richmond VA 23219	(1,150 00)
11/27/2012	50913	JCM Foundation 6702 Wessex Lane Richmond VA 23226	(100.00)
2/1/2012	50760	JDRF Central Virginia Chapter 1801 Libbie Avenue//Suite 106 Richmond VA 23226	(2,000.00)
8/17/2012	50867	JJ Redick Foundation c/o Children's Miracle Network//7 Albemarle Ave., SW Roanoke VA 24016	(500 00)
4/30/2012	50808	Junior Achievement Of Central Virginia{Alternate} 7217 West Broad Street Richmond VA 23294	(2,500 00)
6/21/2012	50838	Junior Achievement Of Eastern NC, Inc{Alternate} 4900 Waters Edge Drive//Suite 175 Raleigh NC 27606	(5,000 00)
3/27/2012	50794	Junior Achievement Of Greater Hampton Roads{Alternate} 6387 Center Drive//Suite 3 Norfolk VA 23502	(2,000.00)
2/1/2012	50761	Junior Achievement Of Greater Hampton Roads{Alternate1} One Columbus Center//Suite 700 Virginia Beach VA 23462	(2,000.00)
8/31/2012	50873	Junior Board - Children's Hospital Foundation Junior Board - Children's Hospital//311 St. David's Lane Richmond VA 23221	(300 00)
10/5/2012	50890	Legal Aid Justice Center 1000 Preston Ave //Suite A Charlottesville VA 22903	(1,000 00)
1/9/2013	50923	Legal Aid Of North Carolina, Inc.{Alternate} P O Box 814//201 N. Front Street, Ste 1002 Wilmington NC 28402	(350 00)

11/2/2012	50898	Legal Information Network For Cancer (LINC) P O Box 73281 Richmond VA 23235	(500.00)
8/17/2012	50868	Leukemia And Lymphoma Society{Alternate2} 5540 Falmouth Street//Suite 101 Richmond VA 23230	(1,500 00)
3/12/2012	50784	Lyric Opera Virginia 2610 Potters Road//Suite 200 Virginia Beach VA 23462	(500.00)
6/19/2012	50824	March Of Dimes 10128-A West Broad Street Glen Allen VA 23060	(1,000 00)
7/27/2012	50856	March Of Dimes 10128-A West Broad Street Glen Allen VA 23060	(1,000 00)
6/19/2012	50825	Martha Jefferson Hospital Foundation 500 Martha Jefferson Drive Charlottesville VA 22911	(874 00)
7/27/2012	50857	Massey Cancer Center P.O Box 980214 Richmond VA 23298-0214	(150 00)
7/27/2012	50858	Mid Atlantic Powerboat Association (MAPA) 5544 Greenwich Road//Suite 103 Virginia Beach VA 23462	(1,000.00)
4/25/2012	50802	Miller Oil Foundation{Alternate} P.O. Box 658 Norfolk VA 23501	(2,100.00)
3/12/2012	50785	Muscular Dystrophy Association 8001 Franklin Farms Drive//Suite 139 Richmond VA 23288	(500.00)
2/29/2012	50780	Museum Of Life And Science 433 West Murray Avenue Durham NC 27704	(1,750 00)
2/1/2012	50762	National Multiple Sclerosis Society 760 Lynnhaven Parkway//Suite 201 Virginia Beach VA 23452	(1,964 00)
9/26/2012	50882	National Multiple Sclerosis Society, Virginia Chapter 4200 Innslake Dr//Suite 301 Glen Allen VA 23060	(3,002.00)
6/19/2012	50826	NC Bar Association Foundation P O. Box 3688 Cary NC 27519	(3,000 00)
7/27/2012	50859	NC Bar Association Foundation P O Box 3688 Cary NC 27519	(1,000 00)
2/1/2012	50763	NC Bar Association Foundation{Alternate} 8000 Weston Parkway Cary NC 27513	(2,500.00)
2/1/2012	50764	Norfolk Law Library{Alternate} 999 Waterside Drive//Suite 1300 Norfolk VA 23510	(500 00)

11/9/2012	50901	North Carolina Free Enterprise Foundation P.O. Box 12406 Raleigh NC 27605	(1,000.00)
8/17/2012	50869	North Carolina Master Chorale P.O. Box 562 Raleigh NC 27602	(500.00)
4/25/2012	50803	North Carolina Museum Of History Associates 5 East Edenton Street Raleigh NC 27601	(1,500.00)
6/19/2012	50827	North Carolina Opera 612 Wade Avenue//Suite 100 Raleigh NC 27605	(1,500 00)
12/27/2012	50921	North Carolina State Bar Foundation	(20,000 00)
7/13/2012	50840	North Carolina Supreme Court Historical Society P.O. Box 26972 Raleigh NC 27611	(250 00)
7/25/2012	50845	Old Dominion University 121 Rollins Hall Norfolk VA 23529	(1,250 00)
11/15/2012	50907	Old Dominion University 121 Rollins Hall Norfolk VA 23529	(1,250.00)
4/30/2012	50809	Organization For Autism Research 200 North 14th Street//Suite 710 Arlington VA 22201	(1,000 00)
6/19/2012	50828	Partnership For Defense Innovation (PDI) 455 Ramsey St. Fayetteville NC 28301	(1,500.00)
2/1/2012	50765	Peter Paul Development Center 1708 North 22nd Street Richmond VA 23223	(920 00)
2/29/2012	50777	Piedmont Council Of Traditional Music P.O Box 28534 Raleigh NC 27611	(1,000 00)
7/31/2012	50862	Piedmont Virginia Community College 501 College Drive Charlottesville VA 22902-7589	(1,000 00)
10/24/2012	50893	Raleigh Hall Of Fame P O Box 6128 Raleigh NC 27628-6128	(350 00)
3/13/2012	50787	Randolph Macon College P O Box 5005 Ashland VA 23005-5505	(1,250 00)
10/5/2012	50891	Read To Them 400 Stuart Circle Richmond VA 23220	(500 00)
6/19/2012	50829	Richmond Forum 6968 Forest Hill Avenue Richmond VA 23225	(6,798 00)
7/31/2012	50863	Ronald McDonald House Charities Of Richmond 2330 Monument Avenue Richmond VA 23220	(375 00)
10/5/2012	50892	Shenandoah National Park Trust 414 E. Market Street//Suite D Charlottesville VA 22902	(1,000.00)

3/27/2012	50795	Shepherd's Table Soup Kitchen{Alternate} 121 Hillsborough Street Raleigh NC 27603	(1,500 00)
3/7/2012	50781	Southern African Legal Services Foundation, Inc (SALS){Alt} 1090 Vermont Avenue, NW//#910 Washington DC 20005	(500.00)
6/19/2012	50830	Sportable 1365 Overbrook Road//Room 2 Richmond VA 23220	(500 00)
5/7/2012	50813	SportsBackers 100 Avenue of Champions//Suite 300 Richmond VA 23230	(3,600.00)
2/7/2012	50769	St Andrew's School 227 South Cherry Street Richmond VA 23220	(830.00)
3/12/2012	50786	St Joseph's Villa 8000 Brook Road Richmond VA 23227	(540 00)
1/15/2013	50927	Stop Hunger Now C/O Paul Davis, Mutual Assurance//P. O. Box 6927 Richmond VA 23230	(250.00)
8/22/2012	50871	Talmudical Academy Of Norfolk 612 Colonial Avenue Norfolk VA 23507	(1,000 00)
11/2/2012	50896	The Campagna Center 418 South Washington Street Alexandria VA 22314	(1,200 00)
8/17/2012	50865	The Community Foundation For Northern Virginia 8283 Greensboro Drive McLean VA 22102	(400.00)
4/25/2012	50801	The Faison School For Autism 1701 Byrd Avenue Richmond VA 23230	(1,250.00)
7/27/2012	50854	The First Tee Of Hampton Roads 2400 Tournament Drive Virginia Beach VA 23456	(1,250 00)
9/21/2012	50880	The Healing Place 700 Dinwiddie Avenue Richmond VA 23224	(2,500.00)
11/2/2012	50899	The Virginia College Fund 4900 Augusta Avenue//Suite 101 Richmond VA 23230-3611	(1,500 00)
11/27/2012	50912	The Virginia Home 1101 Hampton Street Richmond VA 23220	(2,500 00)
3/27/2012	50796	Theatre IV 114 West Broad Street Richmond VA 23220	(764 00)
6/19/2012	50831	TJPED Foundation{Alternate} 2211 Hydraulic Road//Suite 104 Charlottesville VA 22901	(2,000 00)

2/13/2012	50772	Treasurer of Virginia{Alternate1} P O Box 7607 Merrifield VA 22116	(25.00)
3/14/2012	50788	Tuckahoe Little League 2400 Little League Drive Richmond VA 23219	(500.00)
2/7/2012	50770	UNC School Of Law{Alternate} Center for Banking & Finance Chapel Hill NC 27599	(510.00)
6/19/2012	50832	United Network For Organ Sharing{Alternate} 700 North 4th Street Richmond VA 23219	(1,000.00)
6/19/2012	50832	United Network For Organ Sharing{Alternate} 700 North 4th Street Richmond VA 23219	(1,000.00)
2/1/2012	50766	University Of North Carolina At Chapel Hill{Alternate} 208 West Franklin Street//Campus Box 6100 Chapel Hill NC 27599	(1,500 00)
2/1/2012	50766	University Of North Carolina At Chapel Hill{Alternate} 208 West Franklin Street//Campus Box 6100 Chapel Hill NC 27599	(1,500 00)
7/25/2012	50846	University Of Virginia P O Box 400999 Charlottesville VA 22904	(1,250.00)
11/15/2012	50903	University Of Virginia P O Box 400999 Charlottesville VA 22904	(1,250 00)
6/19/2012	50833	Urban Land Institute (ULI) Hampton Roads 7870 Tidewater Drive//Suite 206-255 Norfolk VA 23505	(3,000 00)
8/17/2012	50870	Valentine Richmond History Center 1015 East Clay Street Richmond VA 23219	(2,260 00)
12/4/2012	50914	Variety- The Children's Charity 505 Eighth Ave, Suite 1800 New York NY 10018	(500 00)
7/27/2012	50860	VCU/Massey Cancer Center{Alternate2} 13281 Rivers Bend Blvd//Suite 201 Chester VA 23836	(1,190 00)
4/25/2012	50804	VCU/Massey Cancer Center{Alternate3} 401 College Street Richmond VA 23298	(200 00)
9/21/2012	50881	Venture Richmond 200 South Third Street Richmond VA 23219	(2,500 00)
5/15/2012	50814	Virginia Arts Festival{Alternate} 440 Bank Street Norfolk VA 23510	(4,000 00)

12/7/2012	50918	Virginia Bar Association Foundation 701 East Franklin St//Suite 1120 Richmond VA 23219	(2,000 00)
3/27/2012	50797	Virginia Beach Court Appointed Special Advocates, Inc. 2425 Nimmo Parkway Virginia Beach VA 23456	(2,500 00)
7/27/2012	50861	Virginia Beach Neptune Festival 265 Kings Grant Road//Suite 102 Virginia Beach VA 23452	(10,000 00)
2/1/2012	50767	Virginia Beach Police Foundation, Inc P O Box 56385 Virginia Beach VA 23456	(1,000 00)
11/15/2012	50904	Virginia Commonwealth University P.O Box 843036 Richmond VA 23284-3036	(1,250.00)
7/25/2012	50847	Virginia Commonwealth University{Alternate1} P.O Box 843036 Richmond VA 23284	(1,250.00)
7/25/2012	50848	Virginia Commonwealth University{Alternate1} P.O Box 843036 Richmond VA 23284	(1,250.00)
11/15/2012	50910	Virginia Commonwealth University{Alternate1} P O Box 843036 Richmond VA 23284	(1,250.00)
6/21/2012	50839	Virginia Foundation For Independent Colleges 8010 Ridge Road//Suite B Richmond VA 23229	(4,000 00)
12/7/2012	50916	Virginia Gentlemen Foundation 2420 Atlantic Ave Virginia Beach VA 23451	(2,500.00)
9/12/2012	50874	Virginia Hispanic Chamber Of Commerce 10700 Midlothian Turnpike, Suite 200 Richmond VA 23235	(1,000 00)
1/24/2013	50928	Virginia Museum Of Contemporary Arts 2000 Parks Avenue Virginia Beach VA 23451	(2,500.00)
4/25/2012	50805	Virginia Museum Of Fine Arts 200 N. Boulevard Richmond VA 23220	(2,500 00)
4/25/2012	50806	Virginia Opera P.O Box 2580 Norfolk VA 23501-2580	(1,200 00)
1/15/2013	50924	Virginia Symphony 150 Boush Street, Suite 201 Norfolk VA 23510	(1,000 00)
2/1/2012	50768	Visual Art Exchange 309 W. Martin Street Raleigh NC 27601	(532 00)

3/19/2012	50790	Volunteer Hampton Roads 400 West Olney Road//Suite B Norfolk VA 23507	(2,000 00)
9/20/2012	50879	Wake County Bar Association Foundation 8000 Weston Parkway Cary NC 27513	(420.00)
4/30/2012	50810	Weinstein Jewish Community Center 5403 Monument Avenue Richmond VA 23226	(1,200 00)
7/25/2012	50849	West Virginia University P. O. Box 6003 Morgantown WV 26506	(1,250.00)
11/15/2012	50902	West Virginia University P. O. Box 6003 Morgantown WV 26506	(1,250 00)
1/8/2013	50922	Wilmington Downtown, Inc.{Alternate} P O Box 2235 Wilmington NC 28402	(830 00)
6/19/2012	50835	YMCA of Greater Richmond 2 West Franklin Street Richmond VA 23220	(500 00)
2/29/2012	50778	YWCA Lower Cape Fear 2815 South College Road Wilmington NC 28412	(520 00)
		Total Disbursements	(300,310.76)