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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning FEB 1, 2012, and ending JAN 31, 2013

Name of foundation

THE TITMUS FOUNDATION

A Employer identification number

54-6051332

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

POST OFFICE BOX 10

Room/suite

B Telephone number

(804) 265-5834

City or town, state, and ZIP code

SUTHERLAND, VA 23885

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 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 foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

I Fair market value of all assets at end of year

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

J Accounting method: ☐ Cash ☒ Accrual☐ Other (specify)

\$ 23,662,659. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received				
2	Check ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	133,196.	133,196.		STATEMENT 1
4	Dividends and interest from securities	565,013.	565,013.		
5a	Gross rents	4,100.	4,100.		STATEMENT 2
b	Net rental income or (loss)	4,100.			
6a	Net gain or (loss) from sale of assets not on line 10	474,157.			
b	Gross sales price for all assets on line 6a	2,025,137.			
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				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	3,400.	3,400.	0.	STATEMENT 3
12	Total. Add lines 1 through 11	1,179,866.	1,179,866.	0.	
13	Compensation of officers, directors, trustees, etc	118,350.	49,080.	0.	69,270.
14	Other employee salaries and wages	41,052.	20,526.	0.	20,526.
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	6,250.	2,500.	0.	3,750.
c	Other professional fees	131.	52.	0.	79.
17	Interest				
18	Taxes	26,104.	9,471.	0.	8,827.
19	Depreciation and depletion	2,852.	2,852.	0.	
20	Occupancy	10,843.	4,337.	0.	6,506.
21	Travel, conferences, and meetings	250.	0.	0.	250.
22	Printing and publications				
23	Other expenses	29,137.	12,704.	0.	16,226.
24	Total operating and administrative expenses. Add lines 13 through 23	234,969.	101,522.	0.	125,434.
25	Contributions, gifts, grants paid	1,019,685.			1,019,685.
26	Total expenses and disbursements. Add lines 24 and 25	1,254,654.	101,522.	0.	1,145,119.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<74,788.>			
b	Net investment income (if negative, enter -0-)		1,078,344.		
c	Adjusted net income (if negative, enter -0-)			0.	

P
7

SCANNED JUN 25 2013

Revenue

Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	480,259.	710,654.	710,654.
	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			
	7 Other notes and loans receivable ▶ 3,122,855.			
	Less: allowance for doubtful accounts ▶ 0.	3,108,549.	3,122,855.	3,122,855.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	7,216,643.	6,905,328.	18,714,106.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment: basis ▶ 257,271.				
Less: accumulated depreciation ▶	257,271.	257,271.	1,085,300.	
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶ 91,017.				
Less: accumulated depreciation STMT 9 ▶ 61,273.	32,596.	29,744.	29,744.	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	11,095,318.	11,025,852.	23,662,659.	
Liabilities	17 Accounts payable and accrued expenses	813.	6,135.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	813.	6,135.	
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	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	11,094,505.	11,019,717.		
30 Total net assets or fund balances	11,094,505.	11,019,717.		
31 Total liabilities and net assets/fund balances	11,095,318.	11,025,852.		

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	11,094,505.
2 Enter amount from Part I, line 27a	2	<74,788.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	11,019,717.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,019,717.

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 SEE ATTACHED SHEET	P	VARIOUS	VARIOUS
b SEE ATTACHED SHEET	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
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 1,931,572.		1,469,645.	461,927.
b 62,964.		81,335.	<18,371.>
c 30,601.			30,601.
d			
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			461,927.
b			<18,371.>
c			30,601.
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	474,157.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	980,043.	21,890,786.	.044770
2010	949,681.	20,402,552.	.046547
2009	1,162,769.	18,723,295.	.062103
2008	1,352,376.	23,528,316.	.057479
2007	1,259,252.	28,022,553.	.044937

2 Total of line 1, column (d)	2	.255836
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	.051167
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	22,560,408.
5 Multiply line 4 by line 3	5	1,154,348.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,783.
7 Add lines 5 and 6	7	1,165,131.
8 Enter qualifying distributions from Part XII, line 4	8	1,145,119.

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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	21,567.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	21,567.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	21,567.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	12,880.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6d		
b Exempt foreign organizations - tax withheld at source	7	12,880.	
c Tax paid with application for extension of time to file (Form 8868)	8		
d Backup withholding erroneously withheld	9	8,687.	
7 Total credits and payments. Add lines 6a through 6d	10		
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	11		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ Refunded ☐			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>EDWARD B. TITMUS</u> Telephone no. ► <u>(804) 265-5834</u> Located at ► <u>POST OFFICE BOX 10, SUTHERLAND, VA</u> ZIP+4 ► <u>23885</u>			
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 <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <u>N/A</u>	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	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ► _____		
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.) <u>N/A</u>	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. ► _____		
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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b****X**

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		118,350.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)***3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	18,176,384.
b	Average of monthly cash balances	1b	300,466.
c	Fair market value of all other assets	1c	4,427,118.
d	Total (add lines 1a, b, and c)	1d	22,903,968.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	22,903,968.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	343,560.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,560,408.
6	Minimum investment return. Enter 5% of line 5	6	1,128,020.

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	1,128,020.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	21,567.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	21,567.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,106,453.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,106,453.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,106,453.

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	1,145,119.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,145,119.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,145,119.

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.

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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				1,106,453.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,080,418.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 1,145,119.				
a Applied to 2011, but not more than line 2a			1,080,418.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				64,701.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				1,041,752.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV	Private Operating Foundations (see instructions and Part VII-A, question 9)
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N/A

- 1 a** 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)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE	SEE ATTACHED SCHEDULE	SEE ATTACHED SCHEDULE	SEE ATTACHED SCHEDULE	1,019,685.
Total			3a	1,019,685.
b Approved for future payment				
NONE				
Total			3b	0.

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 | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| 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
N/A		

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

Edward B. Titmus
Signature of officer or trustee

6-12-2013
Date

President
Title

May the IRS discuss this return with the preparer shown below (see instr.)?

**Paid
Preparer
Use Only**

Print/Type preparer's name

WILLIAM A. YOUNG,
JR., CPA

Preparer's signature

William A. Young

Date

6/12/13

Check ☐ if
self-employed

PTIN	
------	--

P00074605

Firm's name ▶ MITCHELL, WIGGINS & COMPANY LLP

Firm's EIN ► 54-0565834

Firm's address ▶ 100 FLANK ROAD
PETERSBURG, VA 23805-9152

Phone no. 804-733-5566

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
VARIOUS	133,196.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	133,196.

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
LAND - PRINCE GEORGE, VIRGINIA	1	4,100.
TOTAL TO FORM 990-PF, PART I, LINE 5A		4,100.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	3,400.	3,400.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	3,400.	3,400.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,250.	2,500.	0.	3,750.
TO FORM 990-PF, PG 1, LN 16B	6,250.	2,500.	0.	3,750.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER FEES	131.	52.	0.	79.
TO FORM 990-PF, PG 1, LN 16C	131.	52.	0.	79.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	11,954.	5,324.	0.	6,630.
REAL ESTATE TAXES	3,661.	1,464.	0.	2,197.
OTHER TAXES	2,683.	2,683.	0.	0.
FEDERAL INCOME TAXES	7,806.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	26,104.	9,471.	0.	8,827.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HEALTH INSURANCE	28,930.	12,704.	0.	16,226.
NON DEDUCTIBLE EXPENSES	207.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	29,137.	12,704.	0.	16,226.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED SCHEDULE	6,905,328.	18,714,106.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,905,328.	18,714,106.	

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	9
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
TYPEWRITER IBM	1,076.	1,076.	0.
FILE CABINET	138.	138.	0.
DRAPERIES	856.	856.	0.
CABINETS FOR OFFICE	1,466.	1,466.	0.
CARPET & BLINDS	1,895.	1,895.	0.
LATERAL FILE 4 DR	939.	939.	0.
COAT RACK	195.	195.	0.
SIDE CHAIRS 6	3,390.	3,390.	0.
ELECTRIC RANGE	652.	652.	0.
REFRIGERATOR	1,282.	1,282.	0.
AMERICAN CHEST	8,047.	8,047.	0.
WALNUT DESK	4,598.	4,598.	0.
CHIPPENDALE CHAIR	690.	690.	0.
WALNUT CANDLE STAND	460.	460.	0.
OFFICE FURNITURE	1,563.	1,563.	0.
OFFICE CABINETS	3,625.	3,538.	87.
DELL DIMENSION 8300 COMPUTER	1,950.	1,950.	0.
FARM HOUSE RENOVATION	11,172.	5,546.	5,626.
LANDSCAPING	11,696.	10,528.	1,168.
WHIPPERNOCK NEW ROOF	10,368.	3,314.	7,054.
AIR CONDITIONING UNIT CK30	1,350.	409.	941.
OFFICE FURNITURE	2,624.	2,624.	0.
GENERATOR	6,734.	4,543.	2,191.
HEAT PUMP WHIPPERNOCK FARM	4,575.	244.	4,331.
COMPUTER	1,473.	713.	760.
BASEMENT RENOVATIONS	7,468.	335.	7,133.
VACCUM CLEANER	735.	282.	453.
TOTAL TO FM 990-PF, PART II, LN 14	91,017.	61,273.	29,744.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 10
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
EDWARD B. TITMUS SUTHERLAND, VA 23885	PRESIDENT 30.00	55,650.	0.	0.
WILLIAM D. ALLEN, III DINWIDDIE, VA 23841	VICE PRESIDENT/COUNSEL 1.00	450.	0.	0.
JOHN J. MULDOWNY RICHMOND, VA 23221	TREASURER 1.00	450.	0.	0.
EDWARD H. TITMUS, III SUTHERLAND, VA 23885	EXECUTIVE VICE-PRESIDENT 30.00	30,450.	0.	0.
KIMBERLY C. PRZYBYL RALEIGH, NC 27612	SECRETARY 30.00	30,450.	0.	0.
WILLIAM A. YOUNG, JR. PETERSBURG, VA 23805	VICE PRESIDENT 1.00	450.	0.	0.
ANDREW J. WHITE PETERSBURG, VA 23805	VICE PRESIDENT 1.00	450.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		118,350.	0.	0.

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	OFFICE EQUIPMENT											
1	TYPEWRITER IBM	013181	SL	5.00	16	1,076.			1,076.	1,076.		0.
2	FILE CABINET	072987	SL	10.00	16	138.			138.	138.		0.
3	DRAPERIES	072793	SL	10.00	16	856.			856.	856.		0.
4	CABINETS FOR OFFICE	081093	SL	10.00	16	1,466.			1,466.	1,466.		0.
5	CARPET & BLINDS	081393	SL	10.00	16	1,895.			1,895.	1,895.		0.
6	LATERAL FILE 4 DR	090293	SL	10.00	16	939.			939.	939.		0.
7	COAT RACK	090293	SL	10.00	16	195.			195.	195.		0.
8	SIDE CHAIRS 6	090293	SL	10.00	16	3,390.			3,390.	3,390.		0.
9	ELECTRIC RANGE	022294	SL	10.00	16	652.			652.	652.		0.
10	REFRIGERATOR	022294	SL	10.00	16	1,282.			1,282.	1,282.		0.
11	AMERICAN CHEST	120296	SL	10.00	16	8,047.			8,047.	8,047.		0.
12	WALNUT DESK	120296	SL	10.00	16	4,598.			4,598.	4,598.		0.
13	CHIPPENDALE CHAIR	120296	SL	10.00	16	690.			690.	690.		0.
14	WALNUT CANDLE STAND	120296	SL	10.00	16	460.			460.	460.		0.
15	OFFICE FURNITURE	031897	SL	10.00	16	1,563.			1,563.	1,563.		0.
16	OFFICE CABINETS DELL DIMENSION 8300	042701	SL	10.00	16	3,625.			3,625.	3,625.		0.
17	COMPUTER	093003	SL	10.00	16	1,950.			1,950.	1,755.		195.

228102
05-01-12

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
22	OFFICE FURNITURE	040105SL		7.00	16	2,624.			2,624.	2,562.		62.
25	COMPUTER	081810SL		5.00	16	1,473.			1,473.	418.		295.
29	VACCUM CLEANER	022211SL		5.00	16	735.			735.	135.		147.
	* 990-PF PG 1 TOTAL											
	- OFFICE EQUIPMENT					37,654.		0.	37,654.	35,655.	0.	699.
	LEASHOLD IMPROVEMENTS											
	FARM HOUSE											
18	RENOVATION	090293SL		39.00	16	11,172.			11,172.	5,260.		286.
19	LANDSCAPING	013195SL		20.00	16	11,696.			11,696.	9,943.		585.
	WHIPPERNOCK NEW											
20	ROOF	080800SL		39.00	16	10,368.			10,368.	3,048.		266.
	AIR CONDITIONING											
21	UNIT CK30	050901SL		39.00	16	1,350.			1,350.	374.		35.
23	GENERATOR	042606SL		10.00	16	6,734.			6,734.	3,870.		673.
	HEAT PUMP											
24	WHIPPERNOCK FARM	123110SL		39.00	16	4,575.			4,575.	127.		117.
	BASEMENT											
28	RENOVATIONS	042111SL		39.00	16	7,468.			7,468.	144.		191.
	* 990-PF PG 1 TOTAL											
	- LEASHOLD IMPROVE					53,363.		0.	53,363.	22,766.	0.	2,153.
	* GRAND TOTAL											
	990-PF PG 1 DEPR					91,017.		0.	91,017.	58,421.	0.	2,852.

228102
05-01-12

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

The Titmus Foundation, Inc.
February 1, 2012 – January 31, 2013
54-6051332

<u>Date</u>	<u>Name & Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
05/17/12	Advocate Center Inc. PO Box 826, Norton, VA 24273	C	Assistance to low income families	2,000.00
09/17/12	Agriculture in the Classroom 12580 West Creek Parkway, Richmond, VA 23238-1110	E	To assist in providing agriculturally themed classroom resources & training to educators across the State of Virginia	2,500.00
01/02/13	Alice Lloyd College 100 Purpose Road, Pippa Passes, KY 41844	E	To help provide scholarships for needy students	5,000.00
04/17/12	American Cancer Society 4240 Park Place Court, Glen Allen, VA 23060	C	Relay For Life Purple Ribbon Sponsorship	300.00
11/02/12	American Red Cross-VA Capital Chapter P.O. Box 1261, Hopewell, VA 23860-1261	C	Hurricane Sandy Relief	5,000.00
06/20/12	APVA-Fort Henry Branch 204 West Franklin St., Richmond, VA 23220-5012	C	General Support	1,000.00
06/14/12	Arts NC State Campus Box 7306, Raleigh, NC 27695-7306	E	Final pmt. on \$500,000. pledge	50,000.00
02/02/13	Berea College CPO 2216, Berea, Kentucky 40404	E	1 st pmt. on \$100,000. pledge.	20,000.00
01/30/13	Berea College CPO 2216, Berea, Kentucky 40404	E	2 nd pm. on \$100,000. pledge	10,000.00
06/15/12	Bethany House of Northern Virginia, Inc. 6121 Lincolnia Rd., Ste 303, Alexandria, VA 22312	C	To sup. the Family Assistance Program	2,500.00
06/14/12	Bon Secours Richmond Health Care Found. 5875 Bremono Rd., Ste. 305, Richmond, VA 23286-3058	C	2 nd & final pmt. on \$100,000.00 pledge to help sup. improvements to the St. Mary's Emergency Dept.	80,000.00
04/06/12	Bott Memorial Presbyterian Church DeWitt, VA 238401	R	Repairs to existing sanctuary	5,000.00
09/17/12	Braille Circulating Library 2700 Stuart Avenue, Richmond, VA 23220-35	E	To help undergird the ongoing operating budget	5,000.00
08/06/12	Camp Holiday Trails 400 Holiday Trails Lane, Charlottesville, VA 22903	C	To pur. needed equip.	2,500.00

05/24/12	Campbell University P.O. Box 116, Buies Creek, NC 27506	E	9 th pmt. & final pmt. toward \$500,000. Pledge	100,000.00
10/30/12	Capital Hospice 2900 Telestar Court, Falls Church, VA 22042	C	Hospice Care for low-income or indigent patients in Northern VA	2,000.00
02/07/12	Cares PO Box 1142, Petersburg, VA 23804	C	General Support	5,700.00
05/17/12	Cerebral Palsy of Virginia 5825 Arrowhead Dr, Ste. 201, Virginia Beach, VA 23462	C	VA's Social & Recreation Program	2,500.00
10/17/12	Children First/CIS of Buncombe County 50 S. French Broad Avenue, Ste 246, Asheville, NC 28801	C	Project MARCH Learning Centers	5,000.00
05/21/12	CHIP of Roanoke Valley 1201 Third Street, SW, Roanoke, VA 24016	C	Final pmt. on \$50,000. pledge	10,000.00
01/28/13	Chowan University One University Place, Mufreesboro, NC 27855	E	Sharee Carol Atkinson Scholarship	5,000.00
05/17/12	Cumberland College 6191 College Station Dr, Williamsburg, KY 40769	E	1 st pmt. on \$15,000. pledge toward The Reeves Foundation Challenge Grant	5,000.00
01/02/13	Cumberland College 6191 College Station Dr., Williamsburg, KY 40769	E	2 nd & Final pmt. on \$15,000.00 pledge	10,000.00
11/19/12	Dinwiddie Christmas Sharing Foundation P.O. Box 462, Dinwiddie, VA 23841	C	To help families of Dinwiddie County in need	5,000.00
07/25/12	Dinwiddie Co. Dept. of Social Services P.O. Box 107, Dinwiddie, VA 23841	C	Supplies for Success Program	1,000.00
10/17/12	Dinwiddie Co. High School FFA 11501 Boisseau Road, Dinwiddie, VA 23841	E	FFA trip	1,500.00
09/20/12	Downtown Churches United Inc. 827 Commerce Street, Petersburg, VA 23804	R	Pmt. toward installation of hood system over Commercial stove	5,000.00
06/14/12	Families of the Wounded Fund, Inc. 8603 Royal Birkdale Dr., Chesterfield, VA 23832-4400	C	Final pmt. on \$50,000. pledge	10,000.00
09/20/12	Fellowship of Christian Athletes 8701 Leeds Road, Kansas City, Missouri 64129-1626	R	One-Way-2 Drug Free Program	5,000.00

05/17/12	Free Clinic of Danville 133 South Ridge Street, Danville, VA 24543	C	To help with the annual cost of supplying testing & medical supplies to insulin dependent patients	3,000.00
01/28/13	Free Clinic of Franklin County 490 South Main Street, Rocky Mount, VA 24151	C	Assist in providing med. needs of uninsured & underinsured.	5,000.00
06/14/12	Heritage Regional Library Found. 11400 Goose Pond Lane, Charles City, VA 23030	E	2 nd & final pmt. on \$50,000.00 pledge	33,333.32
09/17/12	Historic Richmond Foundation 4 East Main Street, Ste 1C, Richmond, VA 23219	C	To sup. the development & print production of the Architectural field guide	2,500.00
06/14/12	Hollins University P.O. Box 9625, Roanoke, VA 24020-1625	E	2 nd & final pmt. on \$100,000.00 pledge	80,000.00
06/15/12	John Tyler Community College Found. 13101 Jefferson Davis Highway, Chester, VA 23831-5316	E	Matching gift	5,000.00
09/17/12	Jubilee Family Development Center 1512 Florida Avenue, Lynchburg, VA 24501-4112	C	YES Program	2,500.00
06/14/12	Just Neighbors 5827 Columbia Pike, Ste. 320, Falls Church, VA 22041	C	To help sup. Just Neighbors Clinic	5,000.00
01/02/13	Little Sisters of the Poor 1503 Michaels Road, Henrico, VA 23229-4899	C	Final pmt. on \$50,000.00 pledge	50,000.00
10/30/12	Lupus Foundation of America 2000 L Street, NW, Ste 415, Washington, DC 20036	C	To provide accurate up-to-date medical info. to Virginians living with Lupus	2,000.00
04/16/12	Marmora Baptist Church 2901 Exeter Mill Rd, Church Road, VA 23833	R	General Support	5,000.00
05/17/12	Miriam's House PO Box 3196, Lynchburg, VA 24503-0196	C	Assistance to update current computer operation system	2,000.00
05/17/12	Morehead Memorial Hospital Foundation 117 East Kings Highway, Eden, NC 27288-5201	C	To help purchase a Stryker Evacuation Chair	2,688.00
10/17/12	Mountain Area Health Education Center 121 Hendersonville Road, Asheville, NC 28803	E	To pur. an Electrocardiogram Machine	4,500.00
04/06/12	NCSU Foundation Campus Box 7306, Raleigh, NC 27695-7305	E	Stafford Endowment for Arts NC State student travel	4,000.00

05/17/12	Petersburg Area Art League 7 East Old St, Petersburg, VA 23803	C	Matching gift for the League's Summer Camp	2,075.00
05/17/12	Petersburg Lions Club PO Box 1964, Petersburg, VA 23805	C	White Cane observance`	2,000.00
10/30/12	Pregnancy Support Ctr. Of the Tri-Cities 700 South Sycamore Street, Ste 12, Petersburg, VA 23803	C	For needs req. in letter dated 6/29/12	5,000.00
05/17/12	Rebuilding Together Tri-Cities PO Box 1005, Petersburg, VA 23804	C	Annual Rebuild Days	3,000.00
09/17/12	Richmond Friends of the Homeless LTD 4600 Jaydee Drive, Moseley, VA 23120	C	To pur. food for daily meals & for perishable food for food baskets	3,000.00
10/22/12	Rocky Run UMC, On A Roll 14295 Glebe Road, DeWitt, VA 23840	R	"On A Roll" to benefit the National Spinal Cord Injury Association	5,000.00
05/21/12	St. Joseph's Villa 8000 Brook Rd, Richmond, VA 23227	C	5 th pmt. on \$250,000. pledge	37,500.00
01/10/13	St. Joseph's Villa 8000 Brook Rd., Richmond, VA 23227	C	Final pmt. on \$250,000. pledge	112,500.00
05/17/12	St. Jude Children's Research Hospital 501 St. Jude Place, Memphis, TN 38105-9959	C	Research	2,000.00
10/17/12	Samaritan's Purse P.O. Box 3000, Boone, NC 28607	R	To sup. the serious crisis along the border of Sudan & South Sudan	5,000.00
05/30/12	Society of St. Andrew 3383 Sweet Hollow Rd., Big Island, VA 24526-8517	C	To sup feeding agencies	4,000.00
01/30/13	Southeast 4-H Educational Center 15189 Airfield Rd, Wakefield, VA 23888	E	Matching gift for 4-H Programming	50,000.00
11/12/12	Special Olympics of North Carolina 2200 Gateway Centre Blvd., Ste. 201, Morrisville, NC 27560	C	General Support	5,000.00
10/22/12	Spinal Cord Injury Association of Virginia P.O. Box 8326, Richmond, VA 23226	C	To serve the spinal cord injury/disease community	5,000.00
06/15/12	Strategies To Elevate People 1900 Chamberlayne Ave., Richmond, VA 23222	C	GI Jesus Boot Camp	1,000.00
06/14/12	The College of William & Mary P.O. Box 1693, Williamsburg, VA 23187	E	Final pmt. on \$100,000. pledge for the Carol Veazey Titmus Scholarship	20,000.00

06/15/12	The New Community School 4211 Hermitage Rd., Richmond, VA 23227-3718	E	For Student Financial Aid	5,000.00
09/17/12	The Salvation Army P.O. Box 12400, Richmond, VA 23241	C	Disaster Services Program	5,000.00
05/31/12	The Virginia Capitol Foundation The Executive Mansion, Richmond, VA 23219	C	Help in printing the official book of the Executive Mansion Bicentennial	5,000.00
05/21/12	UNC-Lineberger Comprehensive Cancer Ctr. School of Medicine, CB #7295, University Of North Carolina at Chapel Hill, Chapel Hill, NC 27599-7295	C	3 rd pmt. on \$100,000. pledge	20,000.00
09/17/12	Union Baptist Church 3701 Namozine Road, Church Road, VA 23833	R	Assistance on furnace replacement	1,000.00
05/17/12	Union Theological Seminary 3401 Brook Rd, Richmond, VA 23227	E	Final pmt. on \$25,000. pledge	5,000.00
05/30/12	United Network for Organ Sharing P.O. Box 2484, Richmond, VA 23218	C	Help to meet 2 to 1 challenge grant	5,000.00
05/21/12	VA Baptist Children's Home & Family Ser. 860 Mount Vernon Lane, Salem, VA 24153	R	Final pmt. on \$100,000. pledge	20,000.00
02/08/12	VCU-Massey Cancer Center PO Box 980214, Richmond, VA 23298-0214	E	Research	20,000.00
02/08/12	VTF-VA 4-H Foundation-Dairy Judging Team 2450 Litton Reaves Hall, Blacksburg, VA 24061	C	Cattle Judging Team	1,000.00
05/21/12	Virginia Union University 1500 Lombardy St, Richmond, VA 23220	E	Final pmt. on \$100,000. pledge for Andrew J. & Gracie J. White Scholarship Fund	75,000.00
06/14/12	Washington and Lee University Lexington, VA 24450-2116	E	Final pmt. on \$80,000. pledge	16,000.00
05/17/12	William Byrd Community House 224 South Cherry St, Richmond, VA 23220	C	Family support & emergency service program	5,000.00
06/15/12	Williams Christmas Kids Foundation 506 Battista Court #201, Chester, VA 23836	C	General Support	1,000.00
09/17/12	Williamsburg Area Meals on Wheels, Inc. P.O. Box 709, Williamsburg, VA 23187	C	To purchase meals for those unable to pay	1,000.00
09/17/12	Wilmington CareNet Counseling Center 610 South College Road, Wilmington, NC 28403	C	To assist in maintaining & expanding your Client Aid Initiative	2,500.00

01/31/2012 Nustar Energy
2012 Form K-1

89.00

Total as of January 31, 2013

\$ 1,019,685.32

The Titmus Foundation

01/31/12

54-6051332

Shares	Description	Acquired	Sold	Sales Price	Cost	Gain(Loss)
Long Term						
2,000 000	Baxter Intl Inc	02/02/07	06/22/12	102,524 39	37,392 08	65,132.31
10,000 000	Cogdell Spencer Inc	02/02/07	02/03/12	42,044 18	147,127 50	(105,083 32)
2,705 300	Duke Energy Corp New	02/02/07	Various Long Term	184,209 57	41,427 12	142,782 45
1,000 000	Halliburton Company	02/02/07	12/11/12	33,498 96	13,166.86	20,332 10
13,000 000	Nuveen Quality Pfd Inc	02/02/07	Various Long Term	104,816 18	192,747.57	(87,931 39)
7,000.000	Nuveen Pfd Incm Oppty	02/02/07	02/06/12	59,143.15	100,756 43	(41,613.28)
5,000 000	Olin Corp New	Various Long Term	09/10/12	112,166.79	93,521 60	18,645 19
6,000 000	Potlatch	02/07/07	03/12/12	185,836 84	188,250 89	(2,414 05)
14,000.000	Supervalu Inc		01/17/13	49,943 87	93,794 48	(43,850 61)
3,000.000	United Dominion Realty Tr Inc		01/18/13	72,683 66	22,319 72	50,363 94
5,000 000	Babcock & Wilcox Company		01/29/13	131,304 04	143,119 96	(11,815 92)
4,200 000	CSX Corp		01/29/13	93,494.94	106,129 44	(12,634 50)
5,000 000	McDermott International Inc		01/29/13	63,365 23	103,281 92	(39,916 69)
5,000 000	Du Pont E I De Nemours		01/29/13	239,792 86	164,254 50	75,538 36
5,000 000	ExxonMobil		01/30/13	456,747 76	22,355 26	434,392 50
Total Long Term Sales				1,931,572 42	1,469,645 33	461,927 09
Short Term						
3,000 000	Intel Corp		01/29/13	62,963 58	81,335 00	(18,371 42)
Total Short Term Sales				62,963 58	81,335.00	(18,371 42)
Grand Totals				1,994,536 00	1,550,980 33	443,555 67

Capital Gain Distributions from 1099-DIV

Scott & Stringfellow
 DNP Select Income Fd Inc
 Potlatch Corp New
 Tortoise MLP Fund
 Wash Real Estate Inv Tru
 NuStar Energy LP
 Plains All American Pipeline
 Totals

Capital Gain	Non dividend
34,940.25	
	694 32
	801.51
	6,620.00
	3,756.80
(4,340.00)	
1 00	
30,601 25	11,872 63

Total Capital Gains

474,156 92