

Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0047

2011**Open to Public Inspection****A** For the **2011** calendar year, or tax year beginning **JUL 1, 2011** and ending **JUN 30, 2012**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization UNITED WAY OF SOUTH HAMPTON ROADS Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 2515 WALMER AVENUE City or town, state or country, and ZIP + 4 NORFOLK, VA 23513 F Name and address of principal officer: CAROL MCCORMACK SAME AS C ABOVE	D Employer identification number 54-0506322 E Telephone number 757-853-8500 G Gross receipts \$ 19,932,701. H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 J Website: ▶ WWW.UNITEDWAYSHR.ORG K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶ L Year of formation: 1923 M State of legal domicile: VA		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO IMPROVE LIVES BY MOBILIZING THE CARING POWER OF SOUTH HAMPTON ROADS COMMUNITIES. 2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets. 3 Number of voting members of the governing body (Part VI, line 1a) 3 4 Number of independent voting members of the governing body (Part VI, line 1b) 4 5 Total number of individuals employed in calendar year 2011 (Part V, line 2a) 79 6 Total number of volunteers (estimate if necessary) 1800 7a Total unrelated business revenue from Part VIII, column (C), line 12 0. b Net unrelated business taxable income from Form 990-T, line 34 0.			
Revenue	8 Contributions and grants (Part VIII, line 1h) 18,153,727. 9 Program service revenue (Part VIII, line 2g) 1,301,484. 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 127,636. 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 29,129. 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 19,611,976.	Prior Year	Current Year	
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 14,926,615. 14 Benefits paid to or for members (Part IX, column (A), line 4) 0. 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 2,373,395. 16a Professional fundraising fees (Part IX, column (A), line 11e) 0. b Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,942,524. 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 1,520,292. 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 18,820,302. 19 Revenue less expenses. Subtract line 18 from line 12 791,674.	18,456,664.	1,320,913.	104,466.
Net Assets or Fund Balances	20 Total assets (Part X, line 16) 20,333,481. 21 Total liabilities (Part X, line 26) 12,217,410. 22 Net assets or fund balances. Subtract line 21 from line 20 8,116,071.	15,687,503.	2,513,128.	484,420.
		Beginning of Current Year	End of Year	
		21,289,793.	12,476,374.	8,813,419.

Part II Signature Block

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

Sign Here	Signature of officer CAROL MCCORMACK, CEO Type or print name and title	Date	
Paid Preparer Use Only	Print/Type preparer's name BRIAN WINDLEY Firm's name ▶ WITT MARES PLC Firm's address ▶ 150 W. MAIN STREET, SUITE 1150 NORFOLK, VA 23510	Preparer's signature Date Check <input checked="" type="checkbox"/> if self-employed PTIN P00537045 Firm's EIN ▶ 54-1184709 Phone no. 757- 627-4644	

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☒ **X****1** Briefly describe the organization's mission:

UNITED WAY OF SOUTH HAMPTON ROADS PROVIDES LEADERSHIP THAT BRINGS
 RESOURCES TOGETHER TO REDUCE POVERTY, INCREASE EDUCATIONAL ATTAINMENT
 AND MINIMIZE HEALTH DISPARITIES FOR OUR MOST VULNERABLE NEIGHBORS. WE
 ADVANCE THE COMMON GOOD BY CREATING OPPORTUNITIES FOR A BETTER LIFE

2 Did the organization undertake any significant program services during the year which were not listed onthe prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 12,216,306. including grants of \$ 11,418,145.) (Revenue \$ 1,095,246.)
 UNITED WAY CAMPAIGN-FUNDS ARE DISBURSED TO SIXTY-NINE UNITED WAY
 CERTIFIED AGENCIES AND OTHER UNAFFILIATED 501(C)(3) ORGANIZATIONS FOR
 THEIR VARIOUS PROGRAMS TO PROVIDE HUMAN NEEDS SERVICES TO THE
 COMMUNITY. THESE FUNDS ARE INVESTED WISELY INTO PROGRAMS WHOSE OUTCOMES
 BEST SERVE THE MOST PRESSING NEEDS, PROGRAMS THAT ARE WORKING TO END
 HOMELESSNESS AND PROVIDE A SAFETY NET FOR FAMILIES AND INDIVIDUALS IN
 CRISIS SITUATIONS, RAISE HEALTHY AND PREPARED CHILDREN, SUPPORT STRONG
 FAMILIES AND PROVIDE INDIVIDUALS WITH HEALTH CARE AND ADDRESS THE
 SPECIAL NEEDS OF THE ELDERLY, DISABLED AND ILL.

4b (Code:) (Expenses \$ 4,556,763. including grants of \$ 4,269,358.) (Revenue \$ 276,147.)
 COMBINED FEDERAL CAMPAIGN-UNITED WAY OF SOUTH HAMPTON ROADS IS THE
 PRINCIPAL COMBINED FUND ORGANIZATION (PCFO) FOR THE COMBINED FEDERAL
 CAMPAIGN OF SHR AND THE COMBINED FUND RAISING ORGANIZATION (CFRO) FOR
 THE COMBINED CHARITIES CAMPAIGN. UNITED WAY OF SOUTH HAMPTON ROADS
 DISTRIBUTES FUNDS RAISED FROM THE FEDERAL AND LOCAL GOVERNMENT AND
 SCHOOLS SECTOR TO VARIOUS NONPROFIT ORGANIZATIONS THAT QUALIFY UNDER
 FEDERAL AND LOCAL GOVERNMENT REGULATIONS FOR PARTICIPATION IN THE
 CAMPAIGN.

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4d** Other program services (Describe in Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses **16,773,069.**

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1 X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	2	X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3	X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	4	X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>	5	X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8	X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	9 X	
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	10 X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	11a X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	11b X	
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>	11c	X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	11d	X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	11e	X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	11f X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	12a	X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i>	12b	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	14b	X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>	16	X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	17	X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18	X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

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Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21 X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23 X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a	X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b	X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26	X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27	X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a	X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b	X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29 X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33 X	
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34 X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X
b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37	X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38 X	

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Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V ☒

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	56	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	79	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	X	
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	X	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

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Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.Check if Schedule O contains a response to any question in this Part VI ☒**Section A. Governing Body and Management**

	1a	1b	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	36			
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.				
b Enter the number of voting members included in line 1a, above, who are independent		35		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?			2	X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?			3	X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?			4	X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?			5	X
6 Did the organization have members or stockholders?			6	X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?			7a	X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?			7b	X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a The governing body?			8a	X
b Each committee with authority to act on behalf of the governing body?			8b	X
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O			9	X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a	X
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	X
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	X
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	X
13 Did the organization have a written whistleblower policy?	13	X
14 Did the organization have a written document retention and destruction policy?	14	X
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	15a	X
b Other officers or key employees of the organization	15b	X
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **VA**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☒ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **WILLIAM R. REID - 757-853-8500**
2515 WALMER AVENUE, NORFOLK, VA 23513

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) DAVID ARIAS BOARD MEMBER	1.00	X						0.	0.	0.
(2) THOMAS A. BELL BOARD MEMBER	1.00	X						0.	0.	0.
(3) TERESA F. BLEVINS BOARD MEMBER	1.00	X						0.	0.	0.
(4) PETER BOCCHER BOARD MEMBER	1.00	X						0.	0.	0.
(5) FRANK BROOKS BOARD MEMBER	1.00	X						0.	0.	0.
(6) ROBERT CAMLIN BOARD MEMBER	1.00	X						0.	0.	0.
(7) SUSAN COLPITTS BOARD MEMBER	1.00	X						0.	0.	0.
(8) REGINALD CORINALDI BOARD MEMBER	1.00	X						0.	0.	0.
(9) SHELBY DAVIS BOARD MEMBER	1.00	X						0.	0.	0.
(10) WYNN DIXON BOARD MEMBER	1.00	X						0.	0.	0.
(11) TRENT DUDLEY BOARD MEMBER	1.00	X						0.	0.	0.
(12) ROBERT DUVAL BOARD MEMBER	1.00	X						0.	0.	0.
(13) STEVE FREDERICKSON BOARD MEMBER	1.00	X						0.	0.	0.
(14) ROBERT GULLEDGE BOARD MEMBER (FORMER)	1.00	X						0.	0.	0.
(15) DAVID HARE BOARD MEMBER	1.00	X						0.	0.	0.
(16) JEAN HARRINGTON BOARD MEMBER	1.00	X						0.	0.	0.
(17) THOMAS L. HASTY III BOARD MEMBER	1.00	X						0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) PETER ILL VICE CHAIR	1.00	X		X				0.	0.	0.
(19) RICHARD JAMIN BOARD MEMBER (FORMER)	1.00	X						0.	0.	0.
(20) PAUL MCGIRT BOARD MEMBER (FORMER)	1.00	X						0.	0.	0.
(21) MARK MANION BOARD MEMBER	1.00	X						0.	0.	0.
(22) DARLEEN MASTIN BOARD MEMBER	1.00	X						0.	0.	0.
(23) TRAY MOORE BOARD MEMBER	1.00	X						0.	0.	0.
(24) BRIAN PURCELL BOARD MEMBER	1.00	X						0.	0.	0.
(25) KENNETH SCOTT BOARD MEMBER	1.00	X						0.	0.	0.
(26) STEPHEN SNYDER BOARD MEMBER	1.00	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								262,541.	0.	50,249.
d Total (add lines 1b and 1c)								262,541.	0.	50,249.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **2**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

SEE PART VII, SECTION A CONTINUATION SHEETS

Form 990 (2011)

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) PRISCILLA TRINDER-ROADY BOARD MEMBER	1.00	X						0.	0.	0.
(28) RAY LASALLE BOARD MEMBER	1.00	X						0.	0.	0.
(29) DARLENE MELLOTT BOARD MEMBER	1.00	X						0.	0.	0.
(30) JUDITH SCOTT BOARD MEMBER	1.00	X						0.	0.	0.
(31) SONIA SONNER BOARD MEMBER	1.00	X						0.	0.	0.
(32) MICHAEL WITHIAM BOARD MEMBER	1.00	X						0.	0.	0.
(33) LARRY YOUNG BOARD MEMBER	1.00	X						0.	0.	0.
(34) CAROL MCCORMACK PRESIDENT & CEO	40.00	X		X				142,197.	0.	33,621.
(35) PETER SCHLECK TREASURER	3.00	X		X				0.	0.	0.
(36) MARK JONES CHAIR - 2011	3.00	X		X				0.	0.	0.
(37) THOMAS LUKIC CHAIR - 2012	2.00	X		X				0.	0.	0.
(38) MICHAEL KERNER BOARD MEMBER	1.00	X						0.	0.	0.
(39) MARCUS JONES BOARD MEMBER	1.00	X						0.	0.	0.
(40) WILLIAM R. REID COO	40.00			X				120,344.	0.	16,628.
Total to Part VII, Section A, line 1c								262,541.		50,249.

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns	1a	6191567.				
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d	1,000.				
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	12,264,097.				
	g	Noncash contributions included in lines 1a-1f: \$		214,053.				
	h	Total. Add lines 1a-1f		18,456,664.				
	Program Service Revenue	2 a	ADMINISTRATION FEES	Business Code	900099	1020387.	1020387.	
b		CONTRACT FEES		900099	300,526.	300,526.		
c							
d							
e							
f		All other program service revenue						
g		Total. Add lines 2a-2f		1320913.				
Other Revenue		3	Investment income (including dividends, interest, and other similar amounts)			104,344.		
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a	Gross rents	(i) Real					
	b	Less: rental expenses	(ii) Personal					
	c	Rental income or (loss)						
	d	Net rental income or (loss)						
	7 a	Gross amount from sales of assets other than inventory	(i) Securities					
	b	Less: cost or other basis and sales expenses	(ii) Other		300.			
	c	Gain or (loss)			178.			
	d	Net gain or (loss)			122.			122.
	8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
	b	Less: direct expenses	b					
	c	Net income or (loss) from fundraising events						
	9 a	Gross income from gaming activities. See Part IV, line 19	a					
	b	Less: direct expenses	b					
	c	Net income or (loss) from gaming activities						
10 a	Gross sales of inventory, less returns and allowances	a						
b	Less: cost of goods sold	b						
c	Net income or (loss) from sales of inventory							
Miscellaneous Revenue			Business Code					
11 a	OTHER		900099	50,480.	50,480.			
b							
c							
d	All other revenue							
e	Total. Add lines 11a-11d			50,480.				
12	Total revenue. See instructions.			19,932,523.	1371393.	0.	104,466.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	15,687,503.	15,687,503.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	310,360.	91,391.	62,002.	156,967.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	1,776,395.	555,197.	340,573.	880,625.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	114,860.	31,329.	25,336.	58,195.
9 Other employee benefits	135,459.	17,706.	35,836.	81,917.
10 Payroll taxes	176,054.	52,012.	32,462.	91,580.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	97,236.	15,249.	69,928.	12,059.
12 Advertising and promotion	110,932.			110,932.
13 Office expenses	124,602.	29,401.	23,464.	71,737.
14 Information technology				
15 Royalties				
16 Occupancy	105,225.	47,672.	25,848.	31,705.
17 Travel	33,956.	6,249.	9,599.	18,108.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	113,189.	12,266.	5,026.	95,897.
20 Interest				
21 Payments to affiliates	139,531.	139,531.		
22 Depreciation, depletion, and amortization	170,864.	44,425.	34,173.	92,266.
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a CAMPAIGNS	152,945.	56.		152,889.
b MISCELLANEOUS	83,525.	19,643.	35,694.	28,188.
c EQUIPMENT RENTAL	82,460.	14,837.	26,018.	41,605.
d TELEPHONE	32,178.	8,602.	6,466.	17,110.
e All other expenses	829.		85.	744.
25 Total functional expenses. Add lines 1 through 24e	19,448,103.	16,773,069.	732,510.	1,942,524.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ☐ if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
Assets	1 Cash - non-interest-bearing	398,274.	1	626,411.	
	2 Savings and temporary cash investments	3,459,114.	2	3,129,274.	
	3 Pledges and grants receivable, net	9,640,300.	3	10,071,674.	
	4 Accounts receivable, net	117,945.	4	71,996.	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5		
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6		
	7 Notes and loans receivable, net		7		
	8 Inventories for sale or use		8		
	9 Prepaid expenses and deferred charges	107,838.	9	118,918.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 2,538,141.			
	b Less: accumulated depreciation	10b 1,245,409.	1,372,691.	10c 1,292,732.	
	11 Investments - publicly traded securities	2,237,370.	11	2,362,130.	
	12 Investments - other securities. See Part IV, line 11	2,993,655.	12	3,613,797.	
	13 Investments - program-related. See Part IV, line 11		13		
	14 Intangible assets		14		
	15 Other assets. See Part IV, line 11	6,294.	15	2,861.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	20,333,481.	16	21,289,793.		
Liabilities	17 Accounts payable and accrued expenses	133,435.	17	168,848.	
	18 Grants payable	11,535,565.	18	11,989,973.	
	19 Deferred revenue	191,342.	19	146,652.	
	20 Tax-exempt bond liabilities		20		
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21		
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		
	23 Secured mortgages and notes payable to unrelated third parties	357,068.	23	170,901.	
	24 Unsecured notes and loans payable to unrelated third parties		24		
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25		
	26 Total liabilities. Add lines 17 through 25	12,217,410.	26	12,476,374.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	2,726,689.	27	2,183,984.	
	28 Temporarily restricted net assets	4,444,184.	28	5,256,819.	
	29 Permanently restricted net assets	945,198.	29	1,372,616.	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
	33 Total net assets or fund balances	8,116,071.	33	8,813,419.	
34 Total liabilities and net assets/fund balances	20,333,481.	34	21,289,793.		

Form 990 (2011)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	19,932,523.
2	Total expenses (must equal Part IX, column (A), line 25)	2	19,448,103.
3	Revenue less expenses. Subtract line 2 from line 1	3	484,420.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	8,116,071.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	212,928.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	8,813,419.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII ☒

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		X
2b Were the organization's financial statements audited by an independent accountant?	X	
2c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.		

Form 990 (2011)

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	20,672,076.	19,343,244.	18,424,906.	18,149,126.	18,456,664.	95,046,016.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	20,672,076.	19,343,244.	18,424,906.	18,149,126.	18,456,664.	95,046,016.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						95,046,016.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	20,672,076.	19,343,244.	18,424,906.	18,149,126.	18,456,664.	95,046,016.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	143,285.	83,321.	184,367.	120,265.	104,344.	635,582.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	41,816.	37,889.	28,665.	29,129.	50,480.	187,979.
11 Total support. Add lines 7 through 10						95,869,577.
12 Gross receipts from related activities, etc. (see instructions)					12	6,575,847.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	99.14	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	99.11	%
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			<input checked="" type="checkbox"/>
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions			<input type="checkbox"/>

Schedule A (Form 990 or 990-EZ) 2011

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15		%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16		%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17		%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18		%

19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ **Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**

▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

UNITED WAY OF SOUTH HAMPTON ROADS

Employer identification number

54-0506322

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <input type="checkbox"/> Yes <input type="checkbox"/> No		
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? <input type="checkbox"/> Yes <input type="checkbox"/> No		

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶

4 Number of states where property subject to conservation easement is located ▶

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$

(ii) Assets included in Form 990, Part X ▶ \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ \$

b Assets included in Form 990, Part X ▶ \$

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a ☐ Public exhibition
 b ☐ Scholarly research
 c ☐ Preservation for future generations
 d ☐ Loan or exchange programs
 e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☒ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

	Amount
c Beginning balance	1c 996,067.
d Additions during the year	1d 3,746,152.
e Distributions during the year	1e 3,709,571.
f Ending balance	1f 1,032,648.

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☒ No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	1,494,539.	1,348,366.	803,569.	1,024,058.	
b Contributions		27,187.	485,121.		
c Net investment earnings, gains, and losses	-59,389.	146,173.	72,005.	-207,285.	
d Grants or scholarships	45,785.	24,360.			
e Other expenditures for facilities and programs					
f Administrative expenses	16,749.	2,827.	12,329.	13,204.	
g End of year balance	1,372,616.	1,494,539.	1,348,366.	803,569.	

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment ☐ %
 b Permanent endowment ☒ 100.00 %
 c Temporarily restricted endowment ☐ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
 (ii) related organizations

	Yes	No
3a(i)	X	
3a(ii)		X
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		186,000.		186,000.
b Buildings		1,498,631.	668,097.	830,534.
c Leasehold improvements				
d Equipment		227,677.	179,207.	48,470.
e Other		625,833.	398,105.	227,728.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				1,292,732.

Schedule D (Form 990) 2011

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) FUNDS HELD IN TRUST		
(B)	1,372,616.	END-OF-YEAR MARKET VALUE
(C) BONDS	1,650,432.	END-OF-YEAR MARKET VALUE
(D) OTHER - WELLS FARGO		
(E)	490,106.	END-OF-YEAR MARKET VALUE
(F) SPLIT INTEREST AGREEMENTS	100,643.	END-OF-YEAR MARKET VALUE
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶	3,613,797.	

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART IV, LINE 1B: CHARITABLE PLEDGE PROCESSING, LLC COLLECTS FUNDS FROM

WORKPLACE GIVING CAMPAIGN AND DISTRIBUTES THOSE FUNDS TO DESIGNATED

CHARITIES. THE FUNDS ARE NOT COMINGLED WITH ANY OF THE PARENT ASSETS.

PART X, LINE 2: FINANCIAL ACCOUNTING STANDARDS BOARD (FASB) ACCOUNTING

STANDARDS CODIFICATION (ASC) TOPIC 740 PRESCRIBES A RECOGNITION THRESHOLD

AND MEASUREMENT ATTRIBUTE FOR THE FINANCIAL STATEMENT RECOGNITION AND

MEASUREMENT OF A TAX POSITION TAKEN OR EXPECTED TO BE TAKEN IN A TAX

Part XIV Supplemental Information (continued)

RETURN. THE ORGANIZATION'S MANAGEMENT HAS EVALUATED THE IMPACT OF THIS GUIDANCE TO ITS CONSOLIDATED FINANCIAL STATEMENTS. THE ORGANIZATION IS NOT AWARE OF ANY MATERIAL UNCERTAIN TAX POSITIONS, AND HAS NOT ACCRUED THE EFFECT OF ANY UNCERTAIN TAX POSITIONS AS OF JUNE 30, 2012. WITH FEW EXCEPTIONS, THE ORGANIZATION IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS BY FEDERAL, STATE OR LOCAL TAX AUTHORITIES FOR YEARS BEFORE 2008.

PART V - ENDOWMENT FUNDS -A PRIOR PERIOD ADJUSTMENT WAS MADE TO ENDOWMENT FUNDS. AS SUCH PRIOR YEAR BALANCES AWERE RESTATED ON SCHEDULE D PART V THROUGH CONTRIBUTIONS.

**SCHEDULE I
(Form 990)**Department of the Treasury
Internal Revenue Service**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States****Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.****▶ Attach to Form 990.**

OMB No. 1545-0047

2011**Open to Public
Inspection**

Name of the organization

UNITED WAY OF SOUTH HAMPTON ROADS**Employer identification number****54-0506322****Part I General Information on Grants and Assistance**

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ **Yes** ☐ **No**

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed ☐ **▶**

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ACCESS 3309 GRANBY ST NORFOLK, VA 23504	58-1545157	501(C)(3)	27,031.	1.			DESIGNATIONS
ACCESS COLLEGE FOUNDATION 7300 NEWPORT AVE STE 500 NORFOLK, VA 23505	54-1440734	501(C)(3)	33,251.	1.			DESIGNATIONS
ACCESS PARTNERSHIP 2515 WALMER AVE NORFOLK, VA 23513	20-1830252	501(C)(3)	79,108.	1.			DESIGNATIONS
AID FOR AFRICA P.O. BOX 8734 TOPEKA, KS 66608-0734	06-1703295	501(C)(3)	15,730.	1.			DESIGNATIONS
AIDS GLOBAL ACTION 5185 MACARTHUR BLVD., NW, #607, WASHINGTON, DC 20016	20-5519498	501(C)(3)	5,954.	1.			DESIGNATIONS
ALBEMARLE AREA UNITED WAY P.O. BOX 293 ELIZABETH CITY, NC 27909	23-7123601	501(C)(3)	12,007.	1.			DESIGNATIONS

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **▶** _____

3 Enter total number of other organizations listed in the line 1 table **▶** _____

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.**Schedule I (Form 990) (2011)**

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AMERICA'S CHARITIES 14150 NEWBROOK DR. #110, CHANTILLY, VA 20151	54-1517707	501(C)(3)	172,843.	1.			DESIGNATIONS
AMERICAN CANCER SOCIETY 4416 EXPRESSWAY DR VIRGINIA BEACH, VA 23452	58-0659875	501(C)(3)	187,099.	1.			DESIGNATIONS
AMERICAN HEART ASSOCIATION 500 E PLUME ST STE 110 NORFOLK, VA 23510	13-5613797	501(C)(3)	44,743.	1.			DESIGNATIONS
AMERICAN LUNG ASSOCIATION P.O. BOX 8888 VIRGINIA BEACH, VA 23450	56-0547515	501(C)(3)	11,825.	1.			DESIGNATIONS
AMERICAN RED CROSS, HAMPTON ROADS 1323 W PEMBROKE AVE HAMPTON, VA 23661	53-0196605	501(C)(3)	24,978.	1.			DESIGNATIONS
AMERICAN RED CROSS, SE VA CHPTR 611 W BRAMBLETON AVE. NORFOLK, VA 23510	54-0505864	501(C)(3)	500,772.	1.			DESIGNATIONS
AMERICAN RED CROSS, COASTAL VA 157 N MAIN ST. STE C SUFFOLK, VA 23439	54-6000071	501(C)(3)	22,398.	1.			DESIGNATIONS
ANIMAL CHARITIES OF AMERICA P.O. BOX 45754 SAN FRANCISCO, CA 94145	94-3193389	501(C)(3)	182,409.	1.			DESIGNATIONS
ARMED SERVICES YMCA OF SHR 1465 LAKESIDE RD VIRGINIA BEACH, VA 23455	54-0525308	501(C)(3)	104,492.	1.			DESIGNATIONS

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ARTS FEDERATION 10 CHESTNUT ST SALEM, MA 01970	03-0524939	501(C)(3)	7,159.	1.			DESIGNATIONS
BEACH HEALTH CLINIC 3396 HOLLAND RD STE 102 VIRGINIA BEACH, VA 23452	54-1366960	501(C)(3)	87,100.	1.			DESIGNATIONS
BON SECOURS FOUNDATION 150 KINGSLEY LN NORFOLK, VA 23505	54-1201346	501(C)(3)	10,239.	1.			DESIGNATIONS
BOY SCOUTS OF AMER, COLONIAL VA CO 11721 JEFFERSON AVE NEWPORT NEWS, VA 23606	54-0505994	501(C)(3)	10,168.	1.			DESIGNATIONS
BOY SCOUTS OF AMER, TIDEWATER COUNCIL - 1032 HEATHERWOOD DR - VIRGINIA BEACH, VA 23455	54-0505875	501(C)(3)	204,529.	1.			DESIGNATIONS
BOYS & GIRLS CLUBS OF SE VA 3415 AZALEA GARDEN RD NORFOLK, VA 23513	54-0515764	501(C)(3)	540,720.	1.			DESIGNATIONS
NORFOLK ACADEMY - BREAK THROUGH FORMALLY LEARNING BRIDGE - 821 BAKER ROAD - VIRGINIA BEACH, VA 23462	54-1522266	501(C)(3)	5,070.	1.			DESIGNATIONS
BREAST CANCER RESEARCH/ASSIST FUND 21208 N 52ND AVE GLENDALE, AZ 85308	86-0957009	501(C)(3)	7,493.	1.			DESIGNATIONS
BUILD A BETTER WORLD (VILLAGE BY VILLAGE) - 125 WASHINGTON ST STE 201 - SALEM, MA 01970	20-1348415	501(C)(3)	9,540.	1.			DESIGNATIONS

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CANCERCURE P.O. BOX 45754 SAN FRANCISCO, CA 94145	81-0648432	501(C)(3)	234,158.	1.			DESIGNATIONS
CATHOLIC CHARITIES OF E VIRGINIA 5361-A VIRGINIA BEACH BLVD VIRGINIA BEACH, VA 23462	54-0505879	501(C)(3)	272,322.	1.			DESIGNATIONS
CATHOLIC CHARITIES USA 66 CANAL CENTER PLAXA, STE 600 ALEXANDRIA, VA 22314	53-0196620	501(C)(3)	12,789.	1.			DESIGNATIONS
CENTRAL VIRGINIA BURN CAMP 1960 CANDLEWYCK DR CHARLOTTESVILLE, VA 22901	54-1909017	501(C)(3)	8,354.	1.			DESIGNATIONS
CEREBRAL PALSY OF VIRGINIA 5825 ARROWHEAD DR STE 201 VIRGINIA BEACH, VA 23462	54-1310168	501(C)(3)	37,292.	1.			DESIGNATIONS
CHARITIES UNDER 1% OVERHEAD 1100 LARKSPUR LANDING CT STE 340 LARKSPUR, CA 94939	27-3132554	501(C)(3)	13,110.	1.			DESIGNATIONS
CHESAPEAKE CARE FREE CLINIC 2145 S MILITARY HIGHWAY CHESAPEAKE, VA 23320	54-1642754	501(C)(3)	79,768.	1.			DESIGNATIONS
CHESAPEAKE HUMANE SOCIETY 123 N BATTLEFIELD BLVD CHESAPEAKE, VA 23320	23-7202196	501(C)(3)	10,026.	1.			DESIGNATIONS
CHESAPEAKE PUBLIC SCHOOLS EDU FOUNDATION - 312 CEDAR RD - CHESAPEAKE, VA 23322	20-3655412	501(C)(3)	13,769.	1.			DESIGNATIONS

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CHESAPEAKE SERVICE SYSTEMS 1100 EXECUTIVE BLVD CHESAPEAKE, VA 23320	54-1302211	501(C)(3)	13,021.	1.			DESIGNATIONS
CHILD AID INTERNATIONAL 10 CHESTNUT ST SALEM, MA 01970	20-1358458	501(C)(3)	6,369.	1.			DESIGNATIONS
CHILD AID USA 125 WASHINGTON ST STE 201 SALEM, MA 01970	26-3061082	501(C)(3)	9,066.	1.			DESIGNATIONS
CHILDREN FIRST - AMERICA'S CHARITIES - 14150 NEWBROOK DR. #110, - CHANTILLY, VA 20151	30-0186795	501(C)(3)	108,222.	1.			DESIGNATIONS
CHILDREN'S CENTER, THE 300 EXECUTIVE CT SUFFOLK, VA 23434	52-1317062	501(C)(3)	53,462.	1.			DESIGNATIONS
CHILDREN'S CHARITIES OF AMER P.O. BOX 45754 SAN FRANCISCO, CA 94145	94-3148588	501(C)(3)	175,154.	1.			DESIGNATIONS
CHILDREN'S HARBOR 702 LONDON ST PORTSMOUTH, VA 23704	54-0506468	501(C)(3)	398,037.	1.			DESIGNATIONS
CHILDREN'S HOSPITAL OF THE KINGS DAUGHTERS - 601 CHILDREN'S LN - NORFOLK, VA 23507	54-0506321	501(C)(3)	36,861.	1.			DESIGNATIONS
CHILDREN'S MEDICAL CHARITIES FEDERATION - P.O. BOX 45754 - SAN FRANCISCO, CA 94145	27-0093393	501(C)(3)	95,158.	1.			DESIGNATIONS

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CHILDREN'S SERVICE & YOUTH SPON. 10 CHESTNUT STREET SALEM, MA 01970	26-0610918	501(C)(3)	6,624.	1.			DESIGNATIONS
CHRISTIAN CHARITIES USA P.O. BOX 45754 SAN FRANCISCO, CA 94145	94-3255961	501(C)(3)	85,026.	1.			DESIGNATIONS
CHRISTIAN SERVICE CHARITIES P.O. BOX 79704 BALTIMORE, MD 21279	94-3193374	501(C)(3)	119,845.	1.			DESIGNATIONS
CLARENCE V CUFFEE SCHOLARSHIP FUND C/O NORFOLK STATE UNIVERSITY NORFOLK, VA 23504	23-7235954	501(C)(3)	6,710.	1.			DESIGNATIONS
COMMUNITY HEATH CHARITIES (NAT'L) P.O. BOX 75153 200 NORTA GHEBE RD, BALTIMORE, MD 21275-5153	13-6167225	501(C)(3)	523,008.	1.			DESIGNATIONS
COMMUNITY HEATH CHARITIES OF VA 813 DILIGENCE DR #121-A NEWPORT NEWS, VA 23606	54-1876027	501(C)(3)	614,681.	1.			DESIGNATIONS
VA CONFLICT RESOLUTION / COMMUNITY MEDIATION CTR OF SE VA - 586 VIRGINIAN DR - NORFOLK, VA 23505	54-1419930	501(C)(3)	14,581.	1.			DESIGNATIONS
CONSERVATION & PRESERVATION CHARITIES - P.O. BOX 45754 - SAN FRANCISCO, CA 94145	94-3217738	501(C)(3)	56,296.	1.			DESIGNATIONS
COURT APPOINTED SPECIAL ADVOCATES 2401 COURTHOUSE DR VIRGINIA BEACH, VA 23456	54-1708340	501(C)(3)	10,173.	1.			DESIGNATIONS

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CRISIS PREGNANCY CENTER OF TDW P.O. BOX 119 NORFOLK, VA 23501	54-1267311	501(C)(3)	25,272.	1.			DESIGNATIONS
DIABETES CENTER FOUNDATION 855 W BRAMBLETON AVE NORFOLK, VA 23501	52-1569682	501(C)(3)	12,930.	1.			DESIGNATIONS
DIABETES RESEARCH FOUNDATION 6635 W HAPPY VALLEY RD STE A 104-10 GLENDALE, AZ 85310	71-0992728	501(C)(3)	5,203.	1.			DESIGNATIONS
DO UNTO OTHERS P.O. BOX 45754 SAN FRANCISCO, CA 94145	94-3148590	501(C)(3)	28,182.	1.			DESIGNATIONS
DOWN SYNDROM ASSOC OF HAMPTON ROADS - 6300 EAST VIRGINIA BEACH BLVD - NORFOLK, VA 23502	52-1601957	501(C)(3)	6,167.	1.			DESIGNATIONS
DUCKS UNLIMITED 1 WATERFOWL WAY MEMPHIS, TN 38120	13-5643799	501(C)(3)	9,837.	1.			DESIGNATIONS
DWELLING PLACE, THE P.O. BOX 6197 NORFOLK, VA 23508	54-1308994	501(C)(3)	76,969.	1.			DESIGNATIONS
EARTH SHARE DEPT. 4011 CAMPAIGN WASHINGTON, DC 20042	52-1601960	501(C)(3)	101,963.	1.			DESIGNATIONS
EASTERN VIRGINIA MEDICAL SCHOOL 825 FAIRFAX AVE NORFOLK, VA 23501	54-6055378	501(C)(3)	13,911.	1.			DESIGNATIONS

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
EASTERN VA MEDICAL SCHOOL-TOCQUEVILLE - P.O. BOX 1980 - NORFOLK, VA 23501	54-6055378	501(C)(3)	34,600.	1.			DESIGNATIONS
EDMARC HOSPICE FOR CHILDREN 516 LONDON ST PORTSMOUTH, VA 23704	54-1092904	501(C)(3)	157,269.	1.			DESIGNATIONS
EDUCATE AMERICA P.O. BOX 45754 SAN FRANCISCO, CA 94145	94-3193387	501(C)(3)	32,070.	1.			DESIGNATIONS
EGGLESTON SERVICES 1161 INGLESIDE RD NORFOLK, VA 23502	54-0602238	501(C)(3)	108,677.	1.			DESIGNATIONS
ELIZABETH RIVER PROJECT 475 WATER ST STE 103A PORTSMOUTH, VA 23704	54-1663058	501(C)(3)	19,907.	1.			DESIGNATIONS
EQUI-KIDS THERAPEUTIC RIDING PROGRAM - 2626 HERITAGE PARK DR - VIRGINIA BEACH, VA 23456	54-1693046	501(C)(3)	15,018.	1.			DESIGNATIONS
FISHER HOUSE PORTSMOUTH 853 FISHER RD PORTSMOUTH, VA 23708	43-2069136	501(C)(3)	11,260.	1.			DESIGNATIONS
FOOD FOR THE POOR 6401 LYONS RD COCONUT CREEK, FL 33073	59-2174510	501(C)(3)	8,399.	1.			DESIGNATIONS
FOODBANK OF SE VIRGINIA 800 TIDEWATER DR NORFOLK, VA 23501	52-1219783	501(C)(3)	381,980.	1.			DESIGNATIONS

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
FOODBANK OF THE ALBEMARLE (ALBEMARLE MANNA) - P.O. BOX 1704 - ELIZABETH CITY, NC 27906	56-1341658	501(C)(3)	7,694.	1.			DESIGNATIONS
FORKIDS 4200-A COLLEY AVE STE 300 NORFOLK, VA 23508	54-1477799	501(C)(3)	172,063.	1.			DESIGNATIONS
FRIENDS OF THE NORFOLK ANIMAL CARE CENTER - 5585 SABRE RD - NORFOLK, VA 23502	35-2262336	501(C)(3)	6,581.	1.			DESIGNATIONS
GENIEVE SHELTER P.O. BOX 1585 SUFFOLK, VA 23439	54-1463053	501(C)(3)	67,408.	1.			DESIGNATIONS
GIRLS INC OF SW HR CENTER FOR YOUTH - 5905 PORTSMOUTH BLVD - PORTSMOUTH, VA 23701	54-0674535	501(C)(3)	15,673.	1.			DESIGNATIONS
GIRLS SCOUTS OF COLONIAL COAST 912 CEDAR RD CHESAPEAKE, VA 23322	54-1158412	501(C)(3)	195,417.	1.			DESIGNATIONS
GLOBAL IMPACT P.O. BOX 409616 ATLANTA, GA 30384	52-1273585	501(C)(3)	79,763.	1.			DESIGNATIONS
GOOD NEWS JAIL & PRISON MINISTRY 2230 E PARHAM RD # 200 RICHMOND, VA 23228	54-0703077	501(C)(3)	5,103.	1.			DESIGNATIONS
GOODWILL INDUSTRIES OF HAMPTON 1345 DIAMOND SPRINGS ROAD VIRGINIA BEACH, VA 23455	54-0519579	501(C)(3)	5,096.	1.			DESIGNATIONS

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GRAZ'N ACRES THERAPEUTIC RIDIN 14492 IVOR ROAD SEDLEY, VA 23878-2306	54-1940722	501(C)(3)	6,215.	1.			DESIGNATIONS
GREATER ATLANTIC RESCUE DOGS 1624 MILL LANDING RD VIRGINIA BEACH, VA 23457	54-1936194	501(C)(3)	4,716.	1.			DESIGNATIONS
HABITAT FOR HUMANITY 900 TIDEWATER DR NORFOLK, VA 23704	54-1476409	501(C)(3)	44,280.	1.			DESIGNATIONS
HAMPTON ROADS EDUCATIONAL 5200 HAMPTON BLVD NORFOLK, VA 23508-1507	54-0843118	501(C)(3)	6,797.	1.			DESIGNATIONS
HEALTH & MEDICAL RESEARCH P.O. BOX 45754 SAN FRANCISCO, CA 94145	94-3217739	501(C)(3)	229,499.	1.			DESIGNATIONS
HEALTH FIRST - AMERICA'S CHARITIES 14150 NEWBROOK DR. #110, CHANTILLY, VA 20151	30-0186796	501(C)(3)	59,104.	1.			DESIGNATIONS
HELP & EMERGENCY RESPONSE P O BOX 2187 PORTSMOUTH, VA 23702	54-1726702	501(C)(3)	120,531.	1.			DESIGNATIONS
HERTAGE FDN, THE 214 MASS AVE NE WASHINGTON, DC 20002	23-7327730	501(C)(3)	6,649.	1.			DESIGNATIONS
HISPANIC UNITED FEDERATION P.O. BOX 45754 SAN FRANCISCO, CA 94145	68-0455509	501(C)(3)	15,718.	1.			DESIGNATIONS

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HOPE HOUSE FOUNDATION 801 BOUSH ST STE 302 NORFOLK, VA 23510	54-0804383	501(C)(3)	48,763.	1.			DESIGNATIONS
HOUSE OF ESTHER MINISTRIES 449 CENTERVILLE TPK S CHESAPEAKE, VA 23328	54-2062275	501(C)(3)	4,669.	1.			DESIGNATIONS
HUMAN & CIVIL RIGHTS 10 CHESTNUT ST SALEM, MA 01970	94-3193388	501(C)(3)	17,393.	1.			DESIGNATIONS
HUMAN CARE CHARITIES P.O. BOX 45754 SAN FRANCISCO, CA 94145	94-3067804	501(C)(3)	112,354.	1.			DESIGNATIONS
HUMAN SERVICE CHARITIES P.O. BOX 79704 BALTIMORE, MD 21279	94-3240353	501(C)(3)	19,472.	1.			DESIGNATIONS
IDA BARBOUR EARLY LEARNING CENTER 1400 CAMDEN AVE PORTSMOUTH, VA 23704	54-0534104	501(C)(3)	97,282.	1.			DESIGNATIONS
INST FOR BLACK CHARITIES VA 143 KENNEDY STREET, STE 13 NW WASHINGTON, DC 20011	26-1418952	501(C)(3)	10,484.	1.			DESIGNATIONS
CHRISTIAN OUTREACH ISLE OF WIGHT P.O. BOX 253 SMITHFIELD, VA 23431	54-1638727	501(C)(3)	19,151.	1.			DESIGNATIONS
ISLE OF WIGHT EDUCATIONAL FOUNDATION - 820 W MAIN ST - SMITHFIELD, VA 23430	54-6062440	501(C)(3)	6,958.	1.			DESIGNATIONS

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JEFFREY T. MESSENGER FIRE & LIFE SAFETY ED MEMORIAL FUND - 300 KINGS FORK RD - SUFFOLK, VA 23434	31-1767487	501(C)(3)	4,457.	1.			DESIGNATIONS
JEWISH FAMILY SERVICE OF TIDEWATER 260 GRAYSON RD VIRGINIA BEACH, VA 23462	54-0854002	501(C)(3)	169,924.	1.			DESIGNATIONS
JUDEO-CHRISTIAN OUTREACH CTR 1053 VIRGINIA BEACH BLVD VIRGINIA BEACH, VA 23451	54-1417126	501(C)(3)	82,198.	1.			DESIGNATIONS
JUNIOR ACHIEVEMENT OF GREATER 6325 N CENTER DR STE 20 NORFOLK, VA 23502	54-0799839	501(C)(3)	8,683.	1.			DESIGNATIONS
JUNIOR LEAGUE OF NORFOLK-VIRGINIA BEACH - 227 WEST FREE MASON ST - NORFOLK, VA 23510	54-6044966	501(C)(3)	5,660.	1.			DESIGNATIONS
KEMPSVILLE VOLUNTEER RESCUE SQUAD 5145 RURITAN CT VIRGINIA BEACH, VA 23462	52-1356226	501(C)(3)	7,154.	1.			DESIGNATIONS
LEE'S FRIENDS 7400 HAMPTON BLVD NORFOLK, VA 23505	54-1533488	501(C)(3)	27,374.	1.			DESIGNATIONS
LEGAL AID SOCIETY OF E VA 125 ST. PAUL'S BLVD STE 400 NORFOLK, VA 23510	54-0848499	501(C)(3)	20,114.	1.			DESIGNATIONS
LIFENET HEALTH DONOR MEMORIAL FUND 1864 CONCERT DR VIRGINIA BEACH, VA 23453	54-2015370	501(C)(3)	8,447.	1.			DESIGNATIONS

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LOCAL INDEPENDENT CHAR OF AMER P.O. BOX 45754 SAN FRANCISCO, CA 94145	94-3042430	501(C)(3)	44,823.	1.			DESIGNATIONS
LUPUS RESEARCH INSTITUTE, INC. 330 SEVENTH AVE, STE 1701 NEW YORK, NY 10001	06-1565950	501(C)(3)	6,270.	1.			DESIGNATIONS
LUTER FAMILY YMCA 259 JAMES STREET SMITHFIELD, VA 23430-1115	54-0524905	501(C)(3)	13,056.	1.			DESIGNATIONS
MAISON FORTUNE ORPHANAGE FDN 2821 CROSSING DR CHESAPEAKE, VA 23321	30-0007910	501(C)(3)	11,669.	1.			DESIGNATIONS
MAKE-A-WISH OF E VIRGINIA 2810 N PARHAM RD STE 302 RICHMOND, VA 23294	54-1429614	501(C)(3)	7,162.	1.			DESIGNATIONS
MARILYN & MARVIN SIMON JEWISH COMM CTR - 5000 CORPORATE WOODS DR STE 100 - VIRGINIA BEACH, VA 23462	54-0616479	501(C)(3)	92,396.	1.			DESIGNATIONS
MASONIC HOME OF VA 4101 NINE MILE RD RICHMOND, VA 23223	54-0541802	501(C)(3)	13,025.	1.			DESIGNATIONS
MEALS ON WHEELS OF CHESAPEAKE 736 BATTLEFIELD BLVD N CHESAPEAKE, VA 23320	54-1080366	501(C)(3)	59,193.	1.			DESIGNATIONS
MEALS ON WHEELS OF PORTSMOUTH 4201 GREENWOOD DR PORTSMOUTH, VA 23701	54-1100185	501(C)(3)	16,255.	1.			DESIGNATIONS

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MEALS ON WHEELS OF VIRGINIA BEACH 3750 SENTARA WAY VIRGINIA BEACH, VA 23452	23-7364149	501(C)(3)	6,959.	1.			DESIGNATIONS
MEDICAL RESEARCH CHARITIES P.O. BOX 79704 BALTIMORE, MD 21279	94-3148591	501(C)(3)	74,102.	1.			DESIGNATIONS
MENTAL HEALTH ORGANIZATIONS 10 CHESTNUT ST SALEM, MA 01970	20-1358397	501(C)(3)	6,846.	1.			DESIGNATIONS
MID ATLANTIC TEEN CHALLENGE 9302 WARWICK BLVD NEWPORT NEWS, VA 23601	52-1226269	501(C)(3)	5,742.	1.			DESIGNATIONS
MILITARY, VETERANS & PATRIOTIC SVC P.O. BOX 45754 SAN FRANCISCO, CA 94145	94-3193418	501(C)(3)	227,921.	1.			DESIGNATIONS
NANSEMOND RIVER PRESERVATION ALLIANCE - 8881 ECLIPSE DR - SUFFOLK, VA 23433	27-2941030	501(C)(3)	24,750.	1.			DESIGNATIONS
AMERICAN RED CROSS NATIONAL P.O. BOX 73857 CHICAGO, IL 60673	53-0196605	501(C)(3)	71,443.	1.			DESIGNATIONS
NATIONAL PUBLIC RADIO P.O. BOX 79540 BALTIMORE, MD 21279	52-0907625	501(C)(3)	10,367.	1.			DESIGNATIONS
NATIONAL UNITED BLACK FEDERATION 40 CLINTON STREET - 5TH FLOOR, NEWARK, NJ 07102	52-1764913	501(C)(3)	9,885.	1.			DESIGNATIONS

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NORFOLK EDUCATION FOUNDATION-TOCQUEVILLE - 800 E CITY HALL AVE, RM 1203 - NORFOLK, VA 23510	11-3789355	501(C)(3)	5,378.	1.			DESIGNATIONS
NORFOLK SENIOR CENTER (PRIMEPLUS) 7300 NEWPORT AVE STE 100 NORFOLK, VA 23505	54-1118218	501(C)(3)	48,153.	1.			DESIGNATIONS
NORFOLK SHERIFF FOUNDATION P.O. BOX 3905 NORFOLK, VA 23514	54-1828339	501(C)(3)	12,127.	1.			DESIGNATIONS
NRA CIVIL RIGHTS DEFENSE FUND 11250 WAPLES MILL RD FAIRFAX, VA 22030	52-1136665	501(C)(3)	10,208.	1.			DESIGNATIONS
NRA FOUNDATION 11250 WAPLES MILL RD FAIRFAX, VA 22030	52-1710886	501(C)(3)	9,974.	1.			DESIGNATIONS
OASIS COMMISSION ON SOCIAL 1020 HIGH ST PORTSMOUTH, VA 23704	54-0908355	501(C)(3)	24,470.	1.			DESIGNATIONS
OUR HOUSE FAMILIES P.O. BOX 7475 CHESAPEAKE, VA 23324	52-1313995	501(C)(3)	11,412.	1.			DESIGNATIONS
PLANNED PARENTHOOD OF SE VA 403 YALE DR HAMPTON, VA 23666	54-0929058	501(C)(3)	41,101.	1.			DESIGNATIONS
PLANNING COUNCIL, THE 130 W PLUME ST NORFOLK, VA 23510	54-0505998	501(C)(3)	75,414.	1.			DESIGNATIONS

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PLAZA VOLUNTEER FIRE COMPANY P.O. BOX 2128 VIRGINIA BEACH, VA 23450	54-1597461	501(C)(3)	6,729.	1.			DESIGNATIONS
PORTSMOUTH AREA RESOURCES COALITION - P.O. BOX 1183 - PORTSMOUTH, VA 23705	52-1299765	501(C)(3)	58,581.	1.			DESIGNATIONS
PORTSMOUTH SCHOOLS FOUNDATION 801 CRAWFORD ST PORTSMOUTH, VA 23705	54-1564539	501(C)(3)	18,890.	1.			DESIGNATIONS
PORTSMOUTH VOLUNTEERS FOR THE HOMELESS - 800 WILLIAMSBURG AVE - PORTSMOUTH, VA 23704	54-1835062	501(C)(3)	5,384.	1.			DESIGNATIONS
PREVENT CHILD ABUSE HAMPTON ROADS 5215 COLLEY AVE NORFOLK, VA 23508	52-1342520	501(C)(3)	5,358.	1.			DESIGNATIONS
REACH, INC. 809 BRANDON AVE NORFOLK, VA 23517	54-1918686	501(C)(3)	30,105.	1.			DESIGNATIONS
SAINT MARY'S HOME FOR DISABLED 6171 KEMPSVILLE CIR NORFOLK, VA 23502	54-0505952	501(C)(3)	193,607.	1.			DESIGNATIONS
SALVATION ARMY, PORTSMOUTH CORPS P.O. BOX 3098 PORTSMOUTH, VA 23701	58-0660607	501(C)(3)	61,202.	1.			DESIGNATIONS
SALVATION ARMY, SUFFOLK CORPS P.O. BOX 1000 SUFFOLK, VA 23439	58-0660607	501(C)(3)	49,127.	1.			DESIGNATIONS

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SALVATION ARMY, TIDEWATER CORPS P.O. BOX 388 NORFOLK, VA 23501	58-0660607	501(C)(3)	303,197.	1.			DESIGNATIONS
SAMARITAN HOUSE P.O. BOX 2400 VIRGINIA BEACH, VA 23450	54-1291021	501(C)(3)	149,342.	1.			DESIGNATIONS
SENIOR SERVICES OF SE VA BUILDING 5 STE 101 NORFOLK, VA 23502	54-6069786	501(C)(3)	46,607.	1.			DESIGNATIONS
SENTARA HEALTHCARE FOUNDATION 6015 POPLAR HALL DR NORFOLK, VA 23502	52-1271901	501(C)(3)	5,327.	1.			DESIGNATIONS
SETON YOUTH SHELTERS 3333-28 VIRGINIA BEACH BLVD VIRGINIA BEACH, VA 23452	54-1250483	501(C)(3)	49,977.	1.			DESIGNATIONS
SHERIFF FRANK DREW COMMUNITY FUND P.O. BOX 6098 VIRGINIA BEACH, VA 23456	54-1636463	501(C)(3)	17,178.	1.			DESIGNATIONS
SICKLE CELL ASSOCIATION P.O. BOX 12227 NORFOLK, VA 23541	54-0947046	501(C)(3)	14,558.	1.			DESIGNATIONS
SOUTHSIDE BOYS & GIRLS CLUB P.O. BOX 4562 NORFOLK, VA 23523	54-0839152	501(C)(3)	267,344.	1.			DESIGNATIONS
SPCA OF NE NO CAROLINA P.O. BOX 1772 ELIZABETH CITY, NC 27906	58-1674663	501(C)(3)	13,012.	1.			DESIGNATIONS

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SPCA OF NORFOLK 916 BALLENTINE BLVD NORFOLK, VA 23504	54-0515759	501(C)(3)	34,234.	1.			DESIGNATIONS
SPECIAL OLYMPICS OF VIRGINIA 3212 SKIPWITH RD, STE 100 RICHMOND, VA 23294	54-1013637	501(C)(3)	7,922.	1.			DESIGNATIONS
SPORTS CHARITIES P.O. BOX 45754 SAN FRANCISCO, CA 94145	47-0863988	501(C)(3)	19,277.	1.			DESIGNATIONS
SUGAR PLUM BAKERY 1353 LASKIN RD VIRGINIA BEACH, VA 23451	54-1330916	501(C)(3)	5,179.	1.			DESIGNATIONS
THE UP CENTER (CHILD & FAMILY SERVICES) - 222 W 19TH ST - NORFOLK, VA 23517	54-0674774	501(C)(3)	884,070.	1.			DESIGNATIONS
EVAN (FORMERLY TIDEWATER AIDS COMMUNITY TASKFORCE) - 9229 GRANBY ST - NORFOLK, VA 23503	54-1266663	501(C)(3)	34,422.	1.			DESIGNATIONS
TRIPLE R RANCH 3531 BUNCH WALNUTS RD CHESAPEAKE, VA 23322	54-1507218	501(C)(3)	6,307.	1.			DESIGNATIONS
UNION MISSION 130 W BROOKE AVE NORFOLK, VA 23514	54-0506427	501(C)(3)	33,549.	1.			DESIGNATIONS
UNITED JEWISH FEDERATION 5000 CORPORATE WOODS DR VIRGINIA BEACH, VA 23462	54-0535603	501(C)(3)	121,712.	1.			DESIGNATIONS

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UNITED NEGRO COLLEGE FUND 8260 WILLOW OAKS CORPORATE DR FAIRFAX, VA 22031	13-1624241	501(C)(3)	32,325.	1.			DESIGNATIONS
UNITED SERVICE ORGANIZATION 2111 WILSON BLVD., SUITE 1200, ARLINGTON, VA 22201	13-1610451	501(C)(3)	26,232.	1.			DESIGNATIONS
UNITED SERVICE ORGANIZATION OF HR 60 INGALLS RD BLDG 82, RM 142 HAMPTON, VA 23666	54-1305517	501(C)(3)	48,169.	1.			DESIGNATIONS
UNITED WAY OF CENTRAL ALABAMA P.O. BOX 320189 BIRMINGHAM, AL 35232	63-0288846	501(C)(3)	10,052.	1.			DESIGNATIONS
UNITED WAY OF GREATER RICHMOND P.O. BOX 11807 RICHMOND, VA 23230-8007	23-7375346	501(C)(3)	40,289.	1.			DESIGNATIONS
UNITED WAY OF GREATER WILLIAMSBURG 312 WALLER MILL RD STE 100 WILLIAMSBURG, VA 23185	54-0844073	501(C)(3)	137,578.	1.			DESIGNATIONS
UNITED WAY OF KITSAP COUNTY 647 4TH ST BREMERTON, WA 98337	91-0623990	501(C)(3)	5,859.	1.			DESIGNATIONS
UNITED WAY OF RENO COUNTY P.O. BOX 2230 HUTCHINSON, KS 67504	48-0833061	501(C)(3)	21,557.	1.			DESIGNATIONS
UNITED WAY OF ROANOKE VALLEY, INC. 325 CAMPBELL AVE SW ROANOKE, VA 24016	54-0535302	501(C)(3)	74,394.	1.			DESIGNATIONS

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UNITED WAY OF SAN ANTONIO AND BEXAR COUNTY - 700 S ALAMO - SAN ANTONIO, TX 78205	74-1272381	501(C)(3)	3,526.	1.			DESIGNATIONS
UNITED WAY OF SAN DIEGO AMSEC 4699 MURPHY CANYON RD SAN DIEGO, CA 92123	95-2213995	501(C)(3)	5,602.	1.			DESIGNATIONS
UNITED WAY OF THE VA PENINSULA 739 THIMBLE SHOALS BLVD STE 400 NEWPORT NEWS, VA 23606	54-0535602	501(C)(3)	257,146.	1.			DESIGNATIONS
UNITED WAY OF WEST TENNESSEE P.O. BOX 2086 JASKSON, TN 38302	62-0590257	501(C)(3)	27,625.	1.			DESIGNATIONS
UNITED WAY OF NORTHEAST FLORIDA P.O. BOX 41428 JACKSONVILLE, FL 32203	59-0637825	501(C)(3)	14,572.	1.			DESIGNATIONS
URBAN DISCOVERY MINISTRIES P.O. BOX 6381 NORFOLK, VA 23508	54-1556498	501(C)(3)	36,671.	1.			DESIGNATIONS
URBAN LEAGUE OF HAMPTON ROADS 3225 HIGH ST PORTSMOUTH, VA 23707	54-1083985	501(C)(3)	174,738.	1.			DESIGNATIONS
VAW/VRC MEMORIAL SCHOLARSHIP 964 OLD CUTLER RD VIRGINIA BEACH, VA 23454	54-1673670	501(C)(3)	9,581.	1.			DESIGNATIONS
VIGILANT WATCH, INC. 756 OLIVIERI LANE VIRGINIA BEACH, VA 23455-5757	30-0604147	501(C)(3)	4,897.	1.			DESIGNATIONS

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VIRGINIA BEACH EDUCATION FOUNDATION - 2512 GEORGE MASON DR - VIRGINIA BEACH, VA 23456	54-1637620	501(C)(3)	30,532.	1.			DESIGNATIONS
VIRGINIA BEACH POLICE FOUNDATION, INC. - P.O. BOX 56385 - VIRGINIA BEACH, VA 23456	26-2175051	501(C)(3)	9,940.	1.			DESIGNATIONS
VIRGINIA BEACH SPCA 3040 HOLLAND RD VIRGINIA BEACH, VA 23456	54-6061532	501(C)(3)	83,370.	1.			DESIGNATIONS
VIRGINIA BEACH VOL RESCUE SQUAD P.O. BOX 945 VIRGINIA BEACH, VA 23451	54-6047133	501(C)(3)	12,684.	1.			DESIGNATIONS
VIRGINIA BREAST CANCER FOUNDATION 5004 MONUMENT AVE STE 102 RICHMOND, VA 23230	54-1633519	501(C)(3)	3,738.	1.			DESIGNATIONS
VOLUNTEER HAMPTON ROADS 400 W OLNEY RD STE B NORFOLK, VA 23507	54-1072533	501(C)(3)	109,083.	1.			DESIGNATIONS
VOLUNTEERS OF AMERICA, CHESAPEAKE 825 18TH ST VIRGINIA BEACH, VA 23451	52-0610547	501(C)(3)	17,499.	1.			DESIGNATIONS
WESLEY COMMUNITY SERVICE CTR 442 JAMESTOWN AVE PORTSMOUTH, VA 23705	54-0805728	501(C)(3)	30,662.	1.			DESIGNATIONS
WHRO 5200 HAMPTON BLVD NORFOLK, VA 23508	54-0843118	501(C)(3)	10,107.	1.			DESIGNATIONS

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WILD ANIMALS WORLDWIDE 1100 LARKSPUR LANDING CT STE 340 LARKSPUR, CA 94939	20-8774272	501(C)(3)	15,961.	1.			DESIGNATIONS
WOMEN, CHILDREN & FAMILY P.O. BOX 45754 SAN FRANCISCO, CA 94145	94-3193386	501(C)(3)	51,688.	1.			DESIGNATIONS
WOUNDED WARRIORS FAMILY SUPPORT 920 S 107TH AVE STE 520 OMAHA, NE 68114	20-1407520	501(C)(3)	5,505.	1.			DESIGNATIONS
YMCA OF PORTSMOUTH 4900 HIGH ST WEST PORTSMOUTH, VA 23703	54-0534407	501(C)(3)	30,250.	1.			DESIGNATIONS
YMCA OF SO HAMPTON ROADS 250 W BRAMBLETON AVE STE 100 NORFOLK, VA 23510	54-0445205	501(C)(3)	325,435.	1.			DESIGNATIONS
YMCA, WILLIAM A HUNTON 1139 E CHARLOTTE ST NORFOLK, VA 23504	54-0663046	501(C)(3)	165,133.	1.			DESIGNATIONS
YOUNG LIFE CHESAPEAKE P.O. BOX 520 COLORADO SPRINGS, CO 80901	84-0385934	501(C)(3)	5,120.	1.			DESIGNATIONS
YOUNG LIFE TIDEWATER INDEPENDENT SCHOOLS - 1364 LONDON BRIDGE RD - VIRGINIA BEACH, VA 23453	84-0385934	501(C)(3)	9,750.	1.			DESIGNATIONS
YOUNG LIFE VIRGINIA BEACH 1364 LONDON BRIDGE RD VIRGINIA BEACH, VA 23453	84-0385934	501(C)(3)	10,749.	1.			DESIGNATIONS

[illegible]

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV

Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

SCHEDULE I, PART I, LINE 2: CERTIFIED AGENCIES ARE REQUIRED TO SUBMIT CERTIFICATION DOCUMENTS SUPPORTING THEIR ACTIVITIES.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

► Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

UNITED WAY OF SOUTH HAMPTON ROADS

Employer identification number

54-0506322

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.

- | | |
|--|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

a Receive a severance payment or change-of-control payment?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

a The organization?

b Any related organization?

If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

a The organization?

b Any related organization?

If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

X

X

X

X

X

X

X

X

X

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2011

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 CAROL MCCORMACK	(i)	142,197.	0.	0.	14,631.	18,990.	175,818.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2	(i)							
	(ii)							
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

OMB No. 1545-0047

2011

Open to Public
Inspection

► **Complete if the organizations answered "Yes" on Form
990, Part IV, lines 29 or 30.
► Attach to Form 990.**

Name of the organization **UNITED WAY OF SOUTH HAMPTON ROADS** Employer identification number **54-0506322**

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	25	217,053.	FAIR MARKET VALUE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other ...				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► ()				
26 Other ► ()				
27 Other ► ()				
28 Other ► ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions
for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for
at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for
the entire holding period?

b If "Yes," describe the arrangement in Part II.

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash
contributions?

b If "Yes," describe in Part II.

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked,
describe in Part II.

Yes No

30a		X
31		X
32a	X	

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2011)

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE M, LINE 32B: MERRILL LYCH FACILITATES THE SALE OF DONATED
STOCKS AND DEPOSITS PROCEEDS TO OUR ACCOUNTS

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization

UNITED WAY OF SOUTH HAMPTON ROADS

Employer identification number

54-0506322

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

FOR ALL. OUR FOCUS IS ON EDUCATION, FINANCIAL STABILITY, AND HEALTH-
BUILDING BLOCKS FOR A GOOD QUALITY OF LIFE. WE RECRUIT THE PEOPLE AND
ORGANIZATIONS FROM THE COMMUNITY WHO BRING THE PASSION, EXPERTISE AND
RESOURCES NECESSARY TO GET THINGS DONE.

FORM 990, PART V, Q 7G AND 7H

QUESTIONS 7G AND 7H DO NOT APPLY TO THE ORGANIZATION BECAUSE THE
ORGANIZATION DID NOT HAVE CONTRIBUTIONS OF QUALIFIED INTELLECTUAL
PROPERTY OR CONTRIBUTIONS OF CARS, BOATS, AIRPLANES OR OTHER VEHICLES
DURING THE YEAR.

FORM 990, PART VI, SECTION B, LINE 11: A COPY OF THE 990 WAS PROVIDED TO
THE MEMBERS OF THE BOARD AT A RECENT BOARD MEETING.

FORM 990, PART VI, SECTION B, LINE 12C: THE CONFLICT OF INTEREST POLICY IS
PRESENTED AND DISCUSSED TO THE BOARD AND STAFF MEMBERS AT ANNUAL MEETINGS.

FORM 990, PART VI, SECTION B, LINE 15A: THE CEO'S COMPENSATION IS
DETERMINED BY THE BOARD OF DIRECTORS. THE COMPENSATION IS GIVEN A RANGE
BASED ON OTHER UNITED WAYS OF SIMILAR SIZE AND STRUCTURE. THE INFORMATION
ON OTHER CEO SALARIES IS PUBLISHED BY THE ORGANIZATION'S TRADE ASSOCIATION.
THE SALARY IS REVIEWED ANNUALLY BY AN EXECUTIVE COMPENSATION AND REVIEW
COMMITTEE.

Name of the organization	UNITED WAY OF SOUTH HAMPTON ROADS	Employer identification number	54-0506322
--------------------------	-----------------------------------	--------------------------------	------------

FORM 990, PART VI, SECTION C, LINE 19: GOVERNING DOCUMENTS ARE AVAILABLE
FOR INSPECTION, FINANCIAL STATEMENTS ARE AVAILABLE ON OWN WEBSITE.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED LOSSES ON INVESTMENTS: -93,203.

AMOUNTS DESIGNATED BY DONORS FOR SPECIFIC ORGANIZATIONS -8,531,014.

ALLOCATIONS FUNDED THROUGH DONOR DESIGNATIONS 8,270,166.

PRIOR PERIOD ADJUSTMENT 655,647.

ROUNDING -1.

LESS DISTRIBUTIONS FROM ENDOWMENT FUNDS REPORTED AS

CONTRIBUTIONS -88,667.

TOTAL TO FORM 990, PART XI, LINE 5 212,928.

FORM 990, PART XI, LINE 2B

THE AUDIT FOR THE UNITED WAY OF SOUTH HAMPTON ROADS WAS A PART OF A
CONSOLIDATED AUDIT FOR THE UNITED WAY OF SOUTH HAMPTON ROADS
FOUNDATION.

FORM 990, PART XI, LINE 2C

AUDIT COMMITTEE

THE COMMITTEE THAT ASSUMES THE RESPONSIBILITY FOR THE SELECTION OF THE
AUDITOR IS THE FINANCE COMMITTEE. EVERY 3 YEARS THE COMMITTEE SENDS OUT
AN RFP TO AUDIT FIRMS. THE RFP IS REVIEWED BY STAFF AND A
RECOMMENDATION IS MADE TO THE COMMITTEE. IF THE RECOMMENDATION IS
APPROVED, THE FINANCE COMMITTEE RECOMMENDS TO THE BOARD OF DIRECTORS,
AND THE FIRM IS APPROVED BY THE BOARD.

Related Organizations and Unrelated Partnerships

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

OMB No. 1545-0047

2011
Open to Public
Inspection

Name of the organization

UNITED WAY OF SOUTH HAMPTON ROADS

Employer identification number
54-0506322

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
CHARITABLE PLEDGE PROCESSING, LLC 2515 WALMER AVENUE NORFOLK, VA 23513	CHARITABLE GIFT PROCESSING AND DISTRIBUTION TO SUPPORT UWSHR	VIRGINIA	340,346.	57,900.	UWSHR

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
UNITED WAY SOUTH HAMPTON ROADS FOUNDATION - 54-1929483, 2515 WALMER AVENUE, NORFOLK, VA 23513	INVESTING AND DISTRIBUTING DONOR ADVISED AND ENDOWMENT FUNDS	VIRGINIA	501(C)(3)	11	UWSHR		X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2011

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

[illegible]

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

[illegible]

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)	X	
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Sale of assets to related organization(s)		X
g Purchase of assets from related organization(s)		X
h Exchange of assets with related organization(s)		X
i Lease of facilities, equipment, or other assets to related organization(s)		X
j Lease of facilities, equipment, or other assets from related organization(s)		X
k Performance of services or membership or fundraising solicitations for related organization(s)	X	
l Performance of services or membership or fundraising solicitations by related organization(s)		X
m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
n Sharing of paid employees with related organization(s)		X
o Reimbursement paid to related organization(s) for expenses		X
p Reimbursement paid by related organization(s) for expenses		X
q Other transfer of cash or property to related organization(s)		X
r Other transfer of cash or property from related organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990 PAGE 10

990

Asset No.	Description	Date Acquired	Method	Life	C o n v	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	BUILDINGS														
5	LEASEHOLD IMPROVEMENTS	VARIOUS	SL	15.00		16	274,788.				274,788.	154,006.		18,080.	172,086.
7	UNITED WAY FACILITY	VARIOUS	SL	39.00	MM	16	1,223,843.				1,223,843.	459,292.		36,719.	496,011.
	* 990 PAGE 10 TOTAL BUILDINGS						1,498,631.				1,498,631.	613,298.		54,799.	668,097.
	FURNITURE & FIXTURES														
1	OFFICE FURNITURE	VARIOUS	SL	7.00		16	237,244.				237,244.	105,888.		25,476.	131,364.
	* 990 PAGE 10 TOTAL FURNITURE & FIXTURES						237,244.				237,244.	105,888.		25,476.	131,364.
	MACHINERY & EQUIPMENT														
2	DATE PROCESSING EQUIPMENT	VARIOUS	SL	5.00		16	198,062.				198,062.	130,243.		26,753.	156,996.
	* 990 PAGE 10 TOTAL MACHINERY & EQUIPMENT						198,062.				198,062.	130,243.		26,753.	156,996.
	TRANSPORTATION EQUIPMENT														
4	AUTOMOBILES	VARIOUS	SL	5.00		16	29,615.				29,615.	16,288.		5,923.	22,211.
	* 990 PAGE 10 TOTAL TRANSPORTATION EQUIPMENT						29,615.				29,615.	16,288.		5,923.	22,211.
	LAND														
6	LAND	VARIOUS	L				186,000.				186,000.			0.	
	* 990 PAGE 10 TOTAL LAND						186,000.				186,000.	0.		0.	0.
	OTHER														
3	COMPUTER SOFTWARE	VARIOUS	SL	5.00		16	388,589.				388,589.	212,261.		54,480.	266,741.

FORM 990 PAGE 10

[illegible]

Form **8879-EO****IRS e-file Signature Authorization
for an Exempt Organization**

OMB No. 1545-1878

For calendar year 2011, or fiscal year beginning JUL 1, 2011, and ending JUN 30, 20 12**2011**Department of the Treasury
Internal Revenue Service

▶ Do not send to the IRS. Keep for your records.

▶ See instructions.

Name of exempt organization

Employer identification number

UNITED WAY OF SOUTH HAMPTON ROADS**54-0506322**

Name and title of officer

CAROL MCCORMACK**CEO****Part I Type of Return and Return Information** (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a, below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than 1 line in Part I.

1a Form 990 check here	▶ <input checked="" type="checkbox"/>	b Total revenue, if any (Form 990, Part VIII, column (A), line 12)	1b	<u>19932523</u>
2a Form 990-EZ check here	▶ <input type="checkbox"/>	b Total revenue, if any (Form 990-EZ, line 9)	2b	
3a Form 1120-POL check here	▶ <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b	
4a Form 990-PF check here	▶ <input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4b	
5a Form 8868 check here	▶ <input type="checkbox"/>	b Balance Due (Form 8868, Part I, line 3c or Part II, line 8c)	5b	

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2011 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

☒ I authorize **WITT MARES, PLC**

ERO firm name

to enter my PIN **12345**Enter five numbers, but
do not enter all zeros

as my signature on the organization's tax year 2011 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

☐ As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2011 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶



Date ▶

11/2/12**Part III Certification and Authentication**

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

54130345678

do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2011 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶



Date ▶

11/6/12**ERO Must Retain This Form - See Instructions****Do Not Submit This Form To the IRS Unless Requested To Do So**

LHA For Paperwork Reduction Act Notice, see instructions.

Form **8879-EO** (2011)123031
12-01-11