Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning , **and ending**

G Check all that apply: ☐ Initial return ☐ Final return ☒ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
RICHMOND COMMUNITY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
217 S. TRYON STREET

City or town, state, and ZIP code
CHARLOTTE, NC 28202

A Employer identification number
56-2168849

B Telephone number
704-973-4500

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 21,442,988.

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received			N/A	
2 Check ▶ ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	38,939.	38,939.		STATEMENT 2
4 Dividends and interest from securities	573,693.	573,693.		STATEMENT 3
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<1,273,550.>			STATEMENT 1
b Gross sales price for all assets on line 6a 20,511,670.				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 **Total** Add lines 1 through 11	<660,918.>	612,632.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 4	800.	0.		0.
c Other professional fees STMT 5	111,660.	0.		111,660.
17 Interest				
18 Taxes STMT 6	10,659.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	2,253.	0.		2,253.
22 Printing and publications	369.	0.		0.
23 Other expenses STMT 7	151,105.	79,704.		26,289.
24 **Total operating and administrative expenses.** Add lines 13 through 23	276,846.	79,704.		140,202.
25 Contributions, gifts, grants paid	901,381.			1,461,827.
26 **Total expenses and disbursements** Add lines 24 and 25	1,178,227.	79,704.		1,602,029.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<1,839,145.>			
b **Net investment income** (if negative, enter -0-)		532,928.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,348,635.	868,499.	868,499.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		9,341.	9,341.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	23,605,276.	15,661,308.	15,661,308.
	c Investments - corporate bonds STMT 9	6,495,142.	4,903,840.	4,903,840.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	31,449,053.	21,442,988.	21,442,988.
Liabilities	17 Accounts payable and accrued expenses	82,886.	92,562.	
	18 Grants payable	1,833,264.	1,272,818.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	1,916,150.	1,365,380.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted	29,532,903.	20,077,608.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	29,532,903.	20,077,608.	
	31 **Total liabilities and net assets/fund balances**	31,449,053.	21,442,988.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	29,532,903.
2	Enter amount from Part I, line 27a	2	<1,839,145.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	27,693,758.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSSES ON INVESTMENTS	5	7,616,150.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,077,608.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED G/L SCHEDULE	P	VARIOUS	VARIOUS
b	SEE ATTACHED G/L SCHEDULE		VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	5,013,474.		6,248,908.	<1,235,434.>
b	15,211,002.		15,536,312.	<325,310.>
c	287,194.			287,194.
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<1,235,434.>
b				<325,310.>
c				287,194.
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** <1,273,550.>

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	997,713.	31,210,177.	.031968
2006	1,344,913.	28,751,547.	.046777
2005	2,120,441.	21,776,984.	.097371
2004	1,159,313.	22,308,230.	.051968
2003	1,413,839.	24,269,084.	.058257

2	**Total** of line 1, column (d)	2	.286341
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.057268
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	26,966,999.
5	Multiply line 4 by line 3	5	1,544,346.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,329.
7	Add lines 5 and 6	7	1,549,675.
8	Enter qualifying distributions from Part XII, line 4	8	1,602,029.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling letter: ______ (attach copy of ruling letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	5,329.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	5,329.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	5,329.
6	Credits/Payments:			
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a 29,341.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d O.R. OVERPAYMENT	<9,341.>	7	20,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	14,671.
11	Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶ 9,341. **Refunded** ▶		11	5,330.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to* **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NC			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.FFTC.ORG

14 The books are in care of ▶ ALYSSA FEDERICO, %RICHMOND COMMUNIT Telephone no. ▶ 70499734517

Located at ▶ 217 S. TRYON STREET, CHARLOTTE, NC ZIP+4 ▶ 28202

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____ , ____ , ____ , ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2008 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969; (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?		4b		X

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes [X] No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes [X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes [X] No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes [X] No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes [X] No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes [X] No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X (No)
If you answered "Yes" to 6b, also file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes [X] No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation.

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

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

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

Total number of other employees paid over $50,000 ▶ 0

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	26,644,281.
b	Average of monthly cash balances	1b	733,383.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	27,377,664.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	27,377,664.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	410,665.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	26,966,999.
6	**Minimum investment return** Enter 5% of line 5	6	1,348,350.

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

1	Minimum investment return from Part X, line 6	1	1,348,350.
2a	Tax on investment income for 2008 from Part VI, line 5 — 2a: 5,329.		
b	Income tax for 2008. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	5,329.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,343,021.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,343,021.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,343,021.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,602,029.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,602,029.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	5,329.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	1,596,700.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				1,343,021.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005 1,348,220.				
d From 2006				
e From 2007				
f **Total** of lines 3a through e	1,348,220.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ $ 1,602,029.				
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				1,343,021.
e Remaining amount distributed out of corpus	259,008.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,607,228.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	1,607,228.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005 1,348,220.				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008 259,008.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 11

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 12				
Total			▶ 3a	1461827.
b *Approved for future payment*				
Total SEE STATEMENT 13			▶ 3b	901,381.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14		38,939.
4 Dividends and interest from securities			14		573,693.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18		<1,273,550.>
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		0.	<660,918.>

13 Total Add line 12, columns (b), (d), and (e) 13 <660,918.>

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	NONE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Judy Allen, Treas. | 7/11/11 | Treas.

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Jack E Wells	Date 6-13-11	Check if self-employed ☐	Preparer's identifying number P00051193
Firm's name (or yours if self-employed), address, and ZIP code	DIXON HUGHES GOODMAN LLP 130 TURNBERRY WAY PINEHURST, NC 28374	EIN	Phone no. 910-692-8555

823622
01-02-09

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED G/L SCHEDULE				PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,013,474.	6,248,908.	0.	0.	<1,235,434.>

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED G/L SCHEDULE				PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,211,002.	15,536,312.	0.	0.	<325,310.>

CAPITAL GAINS DIVIDENDS FROM PART IV	287,194.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<1,273,550.>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
BB&T	26.
COMMUNITY ONE	38,407.
COMMUNITY ONE-ACCRUED INTEREST	475.
WACHOVIA	21.
WACHOVIA	10.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	38,939.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF AMERICA	19,320.	0.	19,320.
CITI SMITH BARNEY	132,379.	43,945.	88,434.
COMMUNITY ONE	204,837.	30,331.	174,506.
COMMUNITY ONE	1,724.	0.	1,724.
COMMUNITY ONE	12,576.	0.	12,576.
WACHOVIA-0194	206,563.	108,936.	97,627.
WACHOVIA-0195	57,919.	39,237.	18,682.
WACHOVIA-0935	225,569.	64,745.	160,824.
TOTAL TO FM 990-PF, PART I, LN 4	860,887.	287,194.	573,693.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DIXON HUGHES PLLC	800.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	800.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOUNDATION FOR THE CAROLINAS	111,660.	0.		111,660.
TO FORM 990-PF, PG 1, LN 16C	111,660.	0.		111,660.

FORM 990-PF — TAXES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX BASED ON INVESTMENT INCOME	10,659.	0.		0.
TO FORM 990-PF, PG 1, LN 18	10,659.	0.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	3,470.	0.		3,470.
INVESTMENT MANAGEMENT FEES	79,597.	79,597.		0.
MISCELLANEOUS	33,261.	0.		0.
POSTAGE EXPENSE	73.	0.		0.
SPECIAL EVENT EXPENSE	11,778.	0.		0.
PROJECT EXPENSE	22,819.	0.		22,819.
BANK FEES	107.	107.		0.
TO FORM 990-PF, PG 1, LN 23	151,105.	79,704.		26,289.

FORM 990-PF — CORPORATE STOCK — STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK-WACHOVIA 0194	2,349,335.	2,349,335.
CORPORATE BONDS-WACHOVIA 0196	751,686.	751,686.
CORPORATE STOCK-WACHOVIA 0935	5,977,522.	5,977,522.
CORPORATE STOCK-COMMUNITY ONE	6,582,765.	6,582,765.
TOTAL TO FORM 990-PF, PART II, LINE 10B	15,661,308.	15,661,308.

FORM 990-PF | CORPORATE BONDS | STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS-WACHOVIA 0194	733,149.	733,149.
CORPORATE BONDS-COMMUNITY ONE	4,170,691.	4,170,691.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,903,840.	4,903,840.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BILLY THOMPSON 217 S. TRYON STREET CHARLOTTE, NC 28202	MEMBER 1.00	0.	0.	0.
ROGER STALEY 217 S. TRYON STREET CHARLOTTE, NC 28202	MEMBER 1.00	0.	0.	0.
BETTY DORSETT 217 S. TRYON STREET CHARLOTTE, NC 28202	MEMBER 1.00	0.	0.	0.
ROBERT E. HUTCHINSON 217 S. TRYON STREET CHARLOTTE, NC 28202	MEMBER 1.00	0.	0.	0.
JOHN J. JACKSON 217 S. TRYON STREET CHARLOTTE, NC 28202	MEMBER 1.00	0.	0.	0.
FRANKLIN CLAY JENKINS 217 S. TRYON STREET CHARLOTTE, NC 28202	MEMBER 1.00	0.	0.	0.
PAUL R. SMART 217 S. TRYON STREET CHARLOTTE, NC 28202	0.00	0.	0.	0.

RUSSELL E. BENNETT, JR. 217 S. TRYON STREET CHARLOTTE, NC 28202	0.00	0.	0.	0.
BRUCE STANBACK 217 S. TRYON STREET CHARLOTTE, NC 28202	MEMBER 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 11
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

RICHMOND COMMUNITY FOUNDATION
217 S. TRYON STREET
CHARLOTTE, NC 28202

TELEPHONE NUMBER

704-973-4500

FORM AND CONTENT OF APPLICATIONS

PREPRINTED APPLICATION FORM, ATTACHED BUDGET, IRS EXEMPT LETTER, AUDITED FINANCIALS, DESCRIPTION OF PROGRAM

ANY SUBMISSION DEADLINES

VARIES

RESTRICTIONS AND LIMITATIONS ON AWARDS

80% OF BENEFICIARIES MUST BE IN RICHMOND COUNTY OR IN CLOSE PROXIMITY TO RICHMOND COUNTY

FORM 990-PF | GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR | STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
COMPASSIONATE CARE PO BOX 1572, ROCKINGHAM, NC 28379	FREE DENTAL CLINIC		21,196.
FIRSTHEALTH RICHMOND MEMORIAL HOSPITAL 925 S. LONG DRIVE, ROCKINGHAM, NC 28379	PHYSICIAN RECRUITMENT		135,676.
FIRSTHEALTH RICHMOND MEMORIAL HOSPITAL 925 S. LONG DRIVE, ROCKINGHAM, NC 28379	MEN PSA TESTS		4,060.
FOUNDATION OF FIRST HEALTH 150 APPLECROSS ROAD, PINEHURST, NC 28374	NEW HEART HOSPITAL		250,000.
NEW HORIZONS: LIFE AND FAMILY SERVICES 1225 S LONG DRIVE, ROCKINGHAM, NC 28379	IMPROVEMENT OF SHELTERS FOR VICTIMS OF DOMESTIC VIOLENCE		20,000.
RICHMOND COMMUNITY COLLEGE FOUNDATION 1042 WEST HAMLET AVENUE, HAMLET, NC 28345	NURSING PROGRAM EXPANSION		188,400.
RICHMOND COUNTY AGEING SERVICES PO BOX 340, ROCKINGHAM, NC 28379	SENIOR CHRISTMAS PARTY		8,000.
RICHMOND COUNTY HEALTHY CAROLINIANS PARTNERSHIP 127 CAROLINE STREET, ROCKINGHAM, NC 28379	SUPPLIES & PROVISIONAL ITEMS FOR ACTIVITIES AND FUNCTIONS		3,125.

RICHMOND COUNTY HEALTH DEPARTMENT 127 CAROLINE STREET, ROCKINGHAM, NC 28379	RICHMOND COUNTY COMMUNITY CARE CLINIC	250,000.
RICHMOND COUNTY HOSPICE 1119 US HWY 1, ROCKINGHAM, NC 28379	EXPANSION OF HOSPICE HAVEN	300,000.
RICHMOND COUNTY SCHOOLS 118 VANCE STREET, HAMLET, NC 28345	SCHOOL NURSE FUNDING	56,370.
SAMARITAN COLONY 136 SAMARITAN DRIVE, ROCKINGHAM, NC 28379	HALFWAY HOUSE/LAND PURCHASE	165,000.
SANDHILLS CHILDREN'S CENTER 1280 CENTRAL DRIVE, SOUTHERN PINES, NC 28387	ROCKINGHAM CAMPUS	50,000.
SENIOR GAMES PO BOX 340, ROCKINGHAM, NC 28379	SPORTING EVENTS FOR SENIORS	10,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A		1,461,827.

FORM 990-PF — GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT — STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
SAMARITAN COLONY 136 SAMARITAN DRIVE, ROCKINGHAM, NC 28379	HALFWAY HOUSE/LAND PURCHASE	PUBLIC	165,000.
SANDHILLS CHILDREN'S CENTER 1280 CENTRAL DRIVE, SOUTHERN PINES, NC 28387	ROCKINGHAM CAMPUS	PUBLIC	150,000.
COMPASSIONATE CARE PO BOX 1572, ROCKINGHAM, NC 28379	FREE DENTAL CLINIC	PUBLIC	21,196.
FIRSTHEALTH RICHMOND MEMORIAL HOSPITAL 925 S. LONG DRIVE, ROCKINGHAM, NC 28379	MEN PSA TESTS	PUBLIC	4,060.
RICHMOND COUNTY AGEING SERVICES PO BOX 340, ROCKINGHAM, NC 28380	SENIOR CHRISTMAS PARTY	PUBLIC	8,000.
RICHMOND COUNTY HEALTHY CAROLINIANS PARTNERSHIP 127 CAROLINE STREET, ROCKINGHAM, NC 28379	SUPPLIES & PROMOTIONAL ITEMS	PUBLIC	3,125.
RICHMOND COUNTY HEALTH DEPARTMENT 127 CAROLINE STREET, ROCKINGHAM, NC 28379	RICHMOND COMMUNITY CARE CLINIC	PUBLIC	250,000.
RICHMOND COUNTY HOSPICE 1119 US HWY 1, ROCKINGHAM, NC 28379	EXPANSION OF HOSPICE HAVEN	PUBLIC	300,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3B			901,381.

Richmond Community Foundation
56-2168849
Realized Gain/Loss Recap
2008

Short term

	Proceeds	Cost	Gain/Loss
Citi Smith Barney	550,921	622,521	(71,600)
Wachovia 0196	-	-	-
Wachovia 0935	901,200	915,280	(14,080)
Community One	3,561,354.00	4,711,107.00	(1,149,753.00)
Total short term	5,013,475	6,248,908	(1,235,433)

Long term

	Proceeds	Cost	Gain/Loss
Citi Smith Barney	6,765,748	6,670,484	95,264
Wachovia 0196	5,263	4,307	956
Wachovia 0935	2,364,281	2,867,155	(502,874)
Community One	6,075,710.00	5,994,366.00	81,344.00
Total long term	15,211,002	15,536,312	(325,310)

smith barney

Ref: 00002647 00017633

Smith Barney Reserved
Client Statement
2008 Year End Summary

RICHMOND COMMUNITY FOUNDATION

etails of Short Term Gain (Loss) 2008

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000100	342 471	EUROPACIFIC GROWTH FUND CLASS	12/17/07	08/20/08	$ 14,390.63	$ 17,894.10	($ 3,503 47)	
	1,236.436	A	12/17/07		51,955.06	64,603.78	(12,648.72)	
		CONFIRM #5000823330249288						
125000200	261.944	GROWTH FUND OF AMERICA CLASS A	12/21/07	08/20/08	7,999.77	8,751.54	(751.77)	
	1,499.635	CONFIRM #5000823330249361	12/21/07		45,798 84	50,102.80	(4,303.96)	
125000300	670.46	HARTFORD CAPITAL APPRECIATION	11/19/07	08/20/08	23,130.87	27,073.17	(3,942 30)	
	1,870.99	FUND CLASS A	12/31/07		64,549.14	75,550.57	(11,001.43)	
		CONFIRM #5000823330249403						

S U M M A R Y

RICHMOND COMMUNITY FOUNDATION

Details of Short Term Gain (Loss) 2008 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000400	1,001.579	LEGG MASON VALUE TRUST INC	12/24/07	07/23/08	$ 42,056 30	$ 62,388 33	($ 20,332.03)	
	981.344	CONFIRM #500082050157497	06/24/08		41,206 63	43,944.58	(2,737.95)	
	16.632		06/24/08		698.38	744.78	(46.40)	
1_ J0600	1,084.422	PIMCO TOTAL RETURN FUND INSTL	09/04/07	08/20/08	11,570.78	11,202.07		368.71
	142.958	CLASS	10/01/07		1,525.36	1,499.62		25.74
	1,001.823	CONFIRM #007887154	11/01/07		10,689.45	10,579 25		110.20
	1,034.413		12/03/07		11,037.19	11,130.28	(93.09)	
	1,435.003		12/17/07		15,311.48	15,239 73		71 75
	920.643		01/02/08		9,823 26	9,841.67	(18.41)	
	909.235		02/01/08		9,701.54	10,001.58	(300.04)	
	1,012.899		03/03/08		10,807.63	11,111.50	(303.87)	
	875 882		04/01/08		9,345.66	9,555.87	(210 21)	
	960.72		05/01/08		10,250.88	10,481.45	(230 57)	
	1,007.69		06/02/08		10,752 05	10,852 82	(100.77)	
	990 098		07/01/08		10,564.35	10,524.74		39.61
	950.636		08/01/08		10,143 30	10,076.74		66.56
125000700	524.247	PENNSYLVANIA MUTUAL FD INC	12/12/07	08/20/08	5,499.35	5,777.20	(277 85)	
	4,996.143		12/12/07		52,409.54	55,057.49	(2,647.95)	
	1,497.296		12/12/07		15,706 66	16,500.20	(793 54)	
125000800	109.333	WASHINGTON MUTUAL INVESTORS	09/26/07	08/20/08	3,205.64	4,142.62	(936 98)	
	122.421	FUND CLASS A	12/27/07		3,589.38	4,162.31	(572.93)	
	1,319.426	CONFIRM #500082330249494	12/27/07		38,685 57	44,860.48	(6,174 91)	
	142 227		03/25/08		4,170.10	4,421.83	(251.73)	
	148.248		06/25/08		4,346.64	4,447.44	(100.80)	
Total					$ 550,921 43	$ 622,520 54	($ 72,281.68)	$ 682.57

Details of Long Term Gain (Loss) 2008

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000100	1,733.843	EUROPACIFIC GROWTH FUND CLASS	02/06/04	08/20/08	$ 72,856.08	$ 54,407 99		$ 18,448.09
	1,048.165	A	03/08/04		44,044.73	33,500.00		10,544.73
	1,024.465	CONFIRM #500082330249288	04/06/04		43,048.02	33,500.00		9,548.02

RICHMOND COMMUNITY FOUNDATION

Details of Long Term Gain (Loss) 2008 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
	1,048.185		05/05/04		$ 44,044 73	$ 33,500.00		$ 10,544 73
	1.088.723		06/03/04		45.748 14	33,500 00		12,248 14
	1,057.116		07/02/04		44.420.01	33,500.00		10,920 01
	1,112.218		08/05/04		46,735.40	33,500.00		13,235.40
	1,065 522		09/07/04		44,773 23	33.500.00		11,273.23
	1,029.819		10/04/04		43 272 99	33,500.00		9,772 99
	314.365		12/21/04		13,209.62	10.801.59		2,408.03
	1,895.332		12/27/04		79 641.85	67,000.00		12,641.85
	953 33		01/12/05		40,058.93	33.500.00		6,558.93
	1,113.309		02/02/05		46 781.24	39,400.00		7,381 24
	448.452		12/29/05		18,843.95	18,332.73		511.22
	825 801		12/29/05		34,700 16	33,758.75		941 41
	449 207		12/29/06		18 875 68	20 641.06	(1,765 38)	
	1,237.504		12/29/06		51,999.92	56,863.30	(4,863 38)	
	342.003		12/29/06		14.370 97	15.715.03	(1,344 06)	
125000200	9,039.357	GROWTH FUND OF AMERICA CLASS A	02/06/04	08/20/08	276,061.96	229,238.09		46,823 87
	1,125.34	CONFIRM #500082330249361	03/08/04		34,367.88	29,000 00		5,367.88
	1 116.673		04/06/04		34.103.19	29.000.00		5,103 19
	1,143 533		05/05/04		34,923 50	29,000 00		5.923.50
	1 154.918		06/03/04		35,271.20	29,000.00		6,271.20
	1,144.436		07/02/04		34,951.08	29.000.00		5,951 08
	1.207.327		08/05/04		36,871 77	29,000.00		7 871.77
	1,175.041		09/07/04		35,885.75	29,000.00		6.885.75
	1,135 029		10/04/04		34,663.79	29,000 00		5,663.79
	77.832		12/14/04		2,376 99	2,070.32		306.67
	2.135 493		12/27/04		65,217.96	58.000.00		7,217 96
	1,084.112		01/12/05		33,108.78	29,000.00		4,108.78
	1,284.175		02/02/05		39,218.70	34 570.00		4,648.70
	170.058		12/21/05		5,193.57	5.241.18	(47 61)	
	201.384		12/21/05		6,150.27	6,206.66	(56.39)	
	231 759		12/21/06		7,077.92	7.657.31	(579.39)	
	930.759		12/21/06		28,425.38	30.752.27	(2,326 89)	
125000300	4,849.855	HARTFORD CAPITAL APPRECIATION	02/06/04	08/20/08	167 320.00	144,331 60		22,988.31
	1,359.319	FUND CLASS A	03/08/04		46.896.51	41,500 00		5,396 51
	1,339.574	CONFIRM #500082330249403	04/06/04		46,215.30	41,500.00		4,715 30
	1 381.032		05/05/04		47,645.60	41,500.00		6,145 60
	1,404 399		06/03/04		48.451 77	41,500.00		6 951.77
	1,360 21		07/02/04		46,927.25	41,500.00		5,427.25
	1.443.981		08/05/04		49,817.34	41,500.00		8,317.34
	1,409.647		09/07/04		48,632.82	41,500.00		7,132 82

2008 YEAR END SUMMARY

RICHMOND COMMUNITY FOUNDATION

Details of Long Term Gain (Loss) 2008 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
	1,347.84		10/04/04		$ 46,500 48	$ 41,500 00		$ 5,000.48
	2,465.102		12/27/04		85,046.02	83,000.00		2,046.02
	1,261.015		01/12/05		43,505.02	41,500.00		2,005 02
	1,463.873		02/02/05		50,503 62	49,435.00		1,068.62
	213.302		11/14/05		7,358.92	7,271.46		87.46
	3,103.595		11/14/05		107,074.03	105,801.54		1,272 49
	1,915.533		11/15/06		66,085.89	70,644.85	(4,558.96)	
	1,077 509		11/15/06		37,174 06	39,738.53	(2,564 47)	
	134.108		12/26/06		4,626.73	5,089.39	(462.66)	
125000400	4,401.156	LEGG MASON VALUE TRUST INC	02/06/04	07/23/08	184,804.54	259,976.27	(75,171.73)	
	711.713	CONFIRM #500082050157497	03/08/04		29,884 83	41,500.00	(11,615.17)	
	704.225		04/06/04		29,570.41	41,500.00	(11,929.59)	
	719.861		05/05/04		30,226.96	41,500.00	(11,273.04)	
	719 861		06/03/04		30,226.96	41,500.00	(11,273.04)	
	702.913		07/02/04		29,515.32	41,500 00	(11,984.68)	
	778.32		08/05/04		32,681.66	41,500.00	(8,818.34)	
	735.164		09/07/04		30,869.54	41,500.00	(10,630.46)	
	718.739		10/04/04		30,179.85	41,500.00	(11,320.15)	
	1,287.82		12/27/04		54,075 56	83,000.00	(28,924.44)	
	650.266		01/12/05		27,304.67	41,500.00	(14,195.33)	
	782.819		02/02/05		32,870.57	49,435.00	(16,564.43)	
	217.934		06/25/07		9,151.05	16,556.48	(7,405.43)	
1^^^00500	33,553.875	PIMCO TOTAL RETURN FUND INSTL CLASS CONFIRM #007871815	02/06/04	07/24/08	355,000.00	362,381.85	(7,381 85)	
125000600	59,038.718	PIMCO TOTAL RETURN FUND INSTL	02/06/04	08/20/08	629,943.12	637,618.15	(7,675.03)	
	91.339	CLASS	03/01/04		974.59	992.86	(18.27)	
	7,618.613	CONFIRM #007887154	03/09/04		81.290.60	83,500.00	(2,209.40)	
	4.755		03/09/04		50.74	51.69	(.95)	
	188.527		04/01/04		2 011.58	2,062.49	(50 91)	
	7,717.19		04/06/04		82,342.42	83,500.00	(1,157.58)	
	199 827		05/03/04		2,132.15	2,132 15		
	.524		05/06/04		5.59	5 59		
	7,922.201		05/07/04		84,529 88	83,500.00		1,029 88
	235.214		06/01/04		2,509 73	2,495.62		14 11
	7,892 25		06/03/04		84,210.31	83,500.00		710.31
	.854		06/04/04		9 11	9.06		05
	7,781.92		07/02/04		83,033.09	83,500.00	(466.91)	
	223.19		07/02/04		2,381.44	2,374.74		6.70
	289.869		08/04/04		3,092.90	3,110.29	(17.39)	

2008 YEAR END SUMMARY

RICHMOND COMMUNITY FOUNDATION

Details of Long Term Gain (Loss) 2008 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
	7,760 223		08/05/04		$ 82,801.58	$ 83,500.00	($ 698.42)	
	284 182		09/02/04		3,032.22	3,103.27	(71.05)	
	7,681.693		09/07/04		81 963.66	83,500.00	(1,536 34)	
	7,660.55		10/04/04		81,738 07	83,500.00	(1,761 93)	
	251.413		10/04/04		2,682.58	2,745 43	(62.85)	
	288.402		11/01/04		3,077 25	3,175.31	(98.06)	
	320 749		12/01/04		3,422.39	3 512 20	(89.81)	
	2,162.101		12/22/04		23,069 62	23,112.86	(43 24)	
	2,656.326		12/22/04		28,343.00	28,396.12	(53 12)	
	15,666.041		12/27/04		167,156 66	167,000.00		156.66
	445.676		01/03/05		4,755.36	4,755.36		
	7,840 376		01/12/05		83 656 81	83,500 00		156.81
	380.235		02/01/05		4,057.11	4,060.91	(3 80)	
	9,268.148		02/02/05		98,891.14	98,891.14		
	359.887		03/01/05		3,839.99	3,822 00		17.99
	481.537		04/04/05		5,138.00	5,089.85		48.15
	574.853		05/03/05		6,133.68	6,150.93	(17 25)	
	595.836		06/02/05		6,357 57	6,429.07	(71 50)	
	632.639		07/05/05		6,750.26	6,838.83	(88 57)	
	648.815		08/02/05		6 922.86	6,935.83	(12.97)	
	640.362		09/02/05		6,832 66	6,915.91	(83 25)	
	703.372		10/04/05		7,504.98	7,490.91		14 07
	662.465		11/02/05		7,068 50	6,969.13		99 37
	743 565		12/02/05		7,933.84	7,822.30		111.54
	4.233		12/16/05		45.17	44.32		.85
	1,595,776		12/16/05		17 026.93	16,707.77		319 16
	829.703		01/04/06		8,852.93	8,711.88		141.05
	702.206		02/02/06		7,492.54	7,359.12		133.42
	695.115		03/01/06		7,416.88	7,284 80		132.08
	866 591		04/03/06		9,246.53	8,951.88		294 65
	733 037		05/01/06		7,821.50	7,550.28		271.22
	813.049		06/01/06		8,675.23	8,317.49		357 74
	892.122		07/03/06		9,518.94	9,081.80		437.14
	785.737		08/01/06		8,383.81	8,093.09		290.72
	842.415		09/01/06		8,988.57	8,769 54		219 03
	871.825		10/02/06		9 302.37	9,110.57		191 80
	841.35		11/01/06		8,977.20	8,808.93		168.27
	856 727		12/01/06		9,141 28	9,038 46		102 82
	766.968		12/18/06		8,183.55	8,022.48		161 07
	925.346		01/02/07		9,873 44	9,605.09		268 35
	813 922		02/01/07		8,684 55	8,399.67		284 88

Details of Long Term Gain (Loss) 2008 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
	842.318		03/01/07		$ 8,987.53	$ 8,802.22		$ 185.31
	945.762		04/02/07		10,091.28	9,864.29		226.99
	869.134		05/01/07		9,273.66	9,047 68		225.98
	991.01		06/01/07		10,574.08	10,128.12		445.96
	955.022		07/02/07		10,190.08	9,703.02		487.06
	909.376		08/01/07		9,703.04	9,312.01		391.03
125000700	17,387.374	PENNSYLVANIA MUTUAL FD INC	02/06/04	08/20/08	182,393.55	160,659.34		21,734.21
	3,560 043		03/08/04		37,344.85	33,500 00		3,844.85
	3,464 323		04/06/04		36,340.75	33,500 00		2,840.75
	3,586 724		05/05/04		37,624.73	33,500.00		4,124.73
	3,625 541		06/03/04		38,031.92	33,500.00		4,531.92
	3,511.53		07/02/04		36,835.95	33,500.00		3,335 95
	3,598 281		09/07/04		37,745.97	33.500 00		4,245.97
	3,414 883		10/04/04		35,822.12	33,500 00		2,322.12
	175.925		12/06/04		1,845 45	1,755.73		89.72
	3,423 025		12/06/04		35,907 53	34,161.79		1,745.74
	6,673 307		12/27/04		70.002.99	67,000.00		3,002.99
	3,442.96		01/12/05		36,116.65	33,500.00		2,616 65
	3,916.501		02/02/05		41,084.10	39,400.00		1,684 10
	819 029		12/06/05		8,591.61	8,911 04	(319 43)	
	4,166.025		12/06/05		43,701 60	45,326.35	(1,624.75)	
	5,430.005		12/08/06		56 960.75	63,476.75	(6,516 00)	
	573.172		12/08/06		6.012 57	6,700.38	(687.81)	
	291.627		12/11/06		3.059 17	3,409.11	(349.94)	
1[illegible]00800	8,455.18	WASHINGTON MUTUAL INVESTORS	02/06/04	08/20/08	247.905.88	248,666 84	(760.96)	
	968.28	FUND CLASS A	03/08/04		28,389 97	29,000.00	(610 03)	
	60.281	CONFIRM #500082330249494	03/23/04		1,767.44	1,737.31		30.13
	980.392		04/06/04		28,745.09	29,000.00	(254.91)	
	995.196		05/05/04		29,179 15	29,000.00		179.15
	1,003.113		06/03/04		29,411.27	29.000.00		411.27
	73.221		06/22/04		2,146 84	2,147 58	(.74)	
	998.279		07/02/04		29,269.54	29,000.00		269.54
	1,020 049		08/05/04		29,907.84	29.000.00		907.84
	975.118		09/07/04		28,590 46	29,000 00	(409.54)	
	89.292		09/21/04		2,618.04	2,656.45	(38.41)	
	973.481		10/04/04		28,542.46	29,000.00	(457 54)	
	26 374		12/21/04		773.29	801.50	(28.21)	
	92.308		12/21/04		2,706 47	2,805 24	(98.77)	
	151.649		12/21/04		4,446.35	4,608.61	(162.26)	
	1,803.568		12/27/04		55,519.41	58,000.00	(2,480.59)	

smith barney

Ref. 00002647 00017639

Smith Barney Reserved
Client Statement
2008 Year End Summary

RICHMOND COMMUNITY FOUNDATION

Details of Long Term Gain (Loss) 2008 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
	959 312		01/12/05		$ 28,127.03	$ 29,000 00	($ 872 97)	
	1,136 423		02/02/05		33,319.92	34,570.00	(1,250 08)	
	112 19		03/22/05		3,289 41	3,401 59	(112 18)	
	117 73		06/21/05		3,451.84	3,661.39	(209.55)	
	117 542		09/20/05		3,446.33	3,679.05	(232.72)	
	126.342		12/20/05		3,704.35	3,943.12	(238.77)	
	339.543		12/20/05		9,955 40	10,597.14	(641.74)	
	124.04		03/22/06		3,636 85	4,017.65	(380.80)	
	127 648		06/21/06		3,742.64	4,037.50	(294 86)	
	122.043		09/20/06		3,578.30	4,057 92	(479 62)	
	124 994		12/28/06		3,664 82	4,332 29	(667.47)	
	613.043		12/28/06		18 000.81	21,279 26	(3,278 45)	
	125.966		03/28/07		3,693.32	4,457 93	(764 61)	
	111.122		06/27/07		3,258.10	4,122.62	(864 52)	
Total					$ 6,765,747 63	$ 6,670,484.33	($ 298,433.70)	$ 393,697.00

2008 YEAR END SUMMARY

Realized Gain/Loss

As of Date: 2/06/09

RICHMOND COMMUNITY FOUNDATION
CARE OF FFTC

Realized Gain/Loss Detail for Year

Long Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
DODGE & COX STOCK FUND	14.3400	97.6200	06/09/03	01/28/08	1,830.45	1,399.88	430.57
	14.1230	97.6200	06/09/03	04/30/08	1,756.81	1,378.69	378.12
	15.6570	97.6200	06/09/03	07/16/08	1,675.81	1,528.44	147.37
Total - Long Term					$5,263.07	$4,307.01	$956.06

As of Date: 2/06/09

RICHMOND COMMUNITY FOUNDATION
III CARE OF FFTC

Realized Gain/Loss Detail for Year

Short Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
ALLIANCE BERNSTEIN INTL VALUE FD ADVISOR CL	169.3280	22.2800	12/26/07	09/03/08	2,929 37	3,772.62	-843.25
	397.5880	22.2800	12/26/07	09/03/08	6,878.27	8,858.26	-1,979.99
	36.1070	22 2800	12/26/07	09/03/08	624.65	804.46	-179 81
	9,334.5500	17.5800	08/27/08	09/03/08	161,487 73	164,101 39	-2,613 66
DODGE & COX INTL STOCK FUND	259 3930	46.1600	01/02/08	09/03/08	9,929.56	11,973.60	-2,044 04
	238.3950	46.1600	01/02/08	09/03/08	9,125.76	11,004.31	-1,878.55
	70.6130	46.1600	01/02/08	09/03/08	2,703.06	3,259.48	-556.42
	7,509.8300	38.2500	08/27/08	09/03/08	287,476.31	287,250.99	225.32
FIRST AMERICAN SMALL CAP GROWTH OPPTY CL A	87.1340	18.6000	12/21/07	09/03/08	1,500.44	1,620.69	-120.25
	379.5140	18.6000	12/21/07	09/03/08	6,535.23	7,058.96	-523 73
	3,785 9560	17.3100	08/27/08	09/03/08	65,194 17	65,534 90	-340 73
FPA CAPITAL FUND INC	57.9260	36.0300	12/19/07	09/03/08	2,115.45	2,087.07	28.38
	537.6240	36.0300	12/19/07	09/03/08	19,634 02	19,370.58	263.44
	40.9490	38 2400	07/02/08	09/03/08	1,495.45	1,565.88	-70.43
	1.8610	38.2400	07/02/08	09/03/08	67.96	71.18	-3.22
	4,135.3570	37.2500	08/27/08	09/03/08	151,023.27	154,042.04	-3,018.77
GOLDMAN SACHS TR FINL SQUARE MMKT FD CL I	10,151.5500	1 0000	07/11/07	01/11/08	10,151.55	10,151.55	0.00
	9,403.9500	1.0000	07/11/07	04/11/08	9,403.95	9,403.95	0.00
	9,436.3300	1 0000	07/11/07	07/11/08	9,436.33	9,436 33	0 00
JANUS INVT FD MID CAP VALUE FD INSTL SHS	296.5010	22.3800	12/19/07	09/03/08	6,591.21	6,635.70	-44 49

As of Date: 2/06/09

RICHMOND COMMUNITY FOUNDATION
III CARE OF FFTC

Short Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
	632.1940	22.3800	12/19/07	09/03/08	14,053.67	14,148.50	-94.83
	3,811 9070	22.2200	08/27/08	09/03/08	84,738.71	84,700 58	38 13
SATUIT CAPITAL MICRO-CAP FUND	44.0970	26.6900	01/02/08	09/03/08	1,028.78	1,176.95	-148.17
	47.5740	26.6900	01/02/08	09/03/08	1,109.90	1,269.74	-159.84
	1,541 5930	23.3400	08/27/08	09/03/08	35,965 37	35,980.79	-15.42
Total - Short Term					$901,200.17	$915,280.50	-$14,080.33

Long Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
ALLIANCE BERNSTEIN INTL VALUE FD ADVISOR CL	9,246.6230	25.5900	07/11/07	09/03/08	159,966 57	236,621.08	-76,654.51
CALAMOS GROWTH FUND CLASS A	1,584.4700	61.6700	07/11/07	09/03/08	75,769.34	97,714 27	-21,944 93
CRM MID CAP VALUE FD INSTL	6,169.1700	33 9700	07/11/07	09/03/08	169,467.11	209,566.71	-40,099 60
DODGE & COX INTL STOCK FUND	9,502.8550	49 8000	07/11/07	09/03/08	363,769 28	473,242 16	-109,472 88
FIRST AMERICAN SMALL CAP GROWTH OPPTY CL A	5,502.8160	21.5000	07/11/07	09/03/08	94,758.49	118,310.54	-23,552 05
FORWARD SMALL CAP EQUITY FD INSTITUTIONAL CLASS	54.5030	23 8700	07/11/07	09/03/08	1,030.65	1,300 99	-270.34
FPA CAPITAL FUND INC	6,522 0800	45.3500	07/11/07	09/03/08	238,186.36	295,776.35	-57,589.99
GOLDMAN SACHS TR FINL SQUARE MMKT FD CL I	1,971.8600	1.0000	07/11/07	09/19/08	1,971.86	1,971.86	0.00
	13,120 7300	1 0000	07/11/07	10/10/08	13,120.73	13,120.73	0.00
HARBOR SMALL CAP VALUE INSTITUTIONAL	13,195.8560	22.2500	07/11/07	09/03/08	257,319.19	293,607.80	-36,288 61

Realized Gain/Loss

As of Date: 2/06/09

RICHMOND COMMUNITY FOUNDATION
III CARE OF FFTC

Long Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
HOTCHKIS & WILEY CORE VALUE FD CL-I	10,417.2460	15.2800	07/11/07	09/03/08	102,609 87	159,175 52	-56,565 65
JANUS INVT FD MID CAP VALUE FD INSTL SHS	6,661.6300	26.6400	07/11/07	09/03/08	148,088 03	177,465 81	-29,377 78
JULIUS BAER INTERNATIONAL EQUITY FUND II	418.2940	17.5100	07/11/07	09/03/08	5,851 93	7,324.33	-1,472.40
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL	23,996 7120	10.1500	07/11/07	09/03/08	257,004 79	243,566.63	13,438 16
SATUIT CAPITAL MICRO-CAP FUND	1,987.0760	29.7700	07/11/07	09/03/08	46,358 48	59,155.25	-12,796.77
TCW DIVERSIFIED VALUE FD CL-I	6,490.6320	17.7400	07/11/07	09/03/08	87,493.72	115,143.81	-27,650.09
WESTERN ASSET CORE PLUS BOND FD CL-I	35,835.7450	10.1600	07/11/07	09/03/08	341,514.65	364,091.17	-22,576.52
Total - Long Term					$2,364,281.05	$2,867,155.01	-$502,873.96

2008 Tax Information Statement

CommunityOne
Wealth Management

Payer:
COMMUNITYONE BANK, N.A.
101 SUNSET AVENUE PO BOX 1328
ASHEBORO, NC 27204-1328

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address
RICHMOND COMMUNITY FOUNDATION, INC
217 S. TRYON STREET
CHARLOTTE , NC 28202

2008 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS are Gross Proceeds less commissions and option premiums.

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Short Term Sales Reported on 1099-B								
2580.4870	399874106	AMERICAN GROWTH FD OF AMERICA#5	VARIOUS	04/28/2008	85,723.78	86,248.42	-524.64	0.00
2000.0000	110122108	BRISTOL MYERS SQUIBB CO	11/11/2008	12/11/2008	42,719.76	39,900.00	2,819.76	0.00
3813 4370	125325506	CGM FOCUS FUND	04/28/2008	06/24/2008	229,797.70	208,709.42	21,088.28	0.00
18244.1250	125325506	CGM FOCUS FUND	VARIOUS	10/08/2008	604,610.31	1,001,272.39	-396,662.08	0.00
9277.8300	125325407	CGM REALTY FUND	VARIOUS	11/20/2008	99,643.90	310,695.16	-211,051.26	0.00
100000.0000	125581AS7	CIT GROUP INC 5.000% 11/24/08	11/26/2007	11/24/2008	100,000.00	100,000.00	0.00	0.00
50000.0000	17303MJC4	CITICORP MTN 6.375% 11/15/08	07/11/2008	11/15/2008	50,000.00	50,517.50	-517.50	0.00
4237.9230	19765Y514	COLUMBIA VALUE & RESTRUCT-Z	11/01/2007	04/28/2008	239,569.73	250,043.24	-10,473.51	0.00
2071.1330	19765Y514	COLUMBIA VALUE & RESTRUCT-Z	11/01/2007	06/24/2008	118,282.41	122,199 67	-3,917.26	0.00
5035 8310	19765Y514	COLUMBIA VALUE & RESTRUCT-Z	11/01/2007	09/18/2008	228,979.24	297,120.91	-68,141.67	0.00
716 5600	256210105	DODGE & COX INCOME FUND	01/04/2008	10/29/2008	8,068.47	9,000.00	-931.53	0 00

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2008 Tax Information Statement

CommunityOne
Wealth Management

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101 SUNSET AVENUE PO BOX 1328
ASHEBORO, NC 27204-1328

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address
RICHMOND COMMUNITY FOUNDATION, INC
217 S. TRYON STREET
CHARLOTTE , NC 28202

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
7500.0000	300722592	EXCELSIOR VALUE & RESTRUCT-I	11/01/2007	01/17/2008	369,675.00	442,425.02	-72,750.02	0.00
5906 7430	315910851	FIDELITY SOUTHEAST ASIA FUND	VARIOUS	09/16/2008	141,998.10	227,734.23	-85,736.13	0.00
75000.0000	33738MAC5	FIRST UN NATL BK MTN 5.800% 12/01/08	08/08/2008	12/01/2008	75,000.00	75,337.50	-337.50	0.00
9858 5850	353496300	FRANKLIN CUST FDS INC SER-A	VARIOUS	09/17/2008	20,111.51	25,395.94	-5,284.43	0.00
1854.3400	628380305	FRANKLIN MUTUAL BEACON Z FUND #76	VARIOUS	03/05/2008	26,980.65	29,688.81	-2,708.16	0.00
290 5980	628380404	FRANKLIN MUTUAL DISCOVERY FD Z #77	12/21/2007	04/28/2008	9,025.97	9,342.71	-316.74	0.00
75000.0000	36962G3U6	GEN ELEC CAP CRP 5.625% 5/01/18	07/08/2008	12/31/2008	75,750.00	74,234.25	1,515.75	0.00
1491.3330	38143H332	GOLDMAN SACHS SATELLITE S-IS	VARIOUS	04/28/2008	15,465.13	15,211.75	253.38	0.00
2175.5450	38143H332	GOLDMAN SACHS SATELLITE S-IS	09/25/2007	06/24/2008	22,125.28	22,625.67	-500.39	0 00
4137.2030	38143H332	GOLDMAN SACHS SATELLITE S-IS	VARIOUS	10/06/2008	29,911.98	41,502.41	-11,590.43	0.00
12084.6370	416641207	HARTFORD GROWTH OPPORT-I	VARIOUS	09/16/2008	308,037.41	363,837.15	-55,799.74	0.00
75000.0000	459200GJ4	IBM CORP 5.700% 9/14/17	10/09/2008	12/30/2008	81,364.50	69,656.30	11,708.20	0.00
5421.1420	471023846	JANUS OVERSEAS FUND #54	VARIOUS	12/03/2008	122,084.12	284,495.70	-162,411.58	0.00
3387.4940	56062X708	MAINSTAY HIGH YIELD CORPORATE BD	VARIOUS	07/30/2008	19,613.59	20,616.81	-1,003.22	0.00

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Wealth Management

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101 SUNSET AVENUE PO BOX 1328
ASHEBORO, NC 27204-1328

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address
RICHMOND COMMUNITY FOUNDATION, INC
217 S. TRYON STREET
CHARLOTTE , NC 28202

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
1337.8000	560636102	MAIRS & POWER GROWTH FD INC	VARIOUS	04/28/2008	99,358.41	102,528.19	-3,169.78	0.00
75000.0000	590188JK5	MERRILL LYNCH & CO 6.375% 10/15/08	07/11/2008	10/15/2008	75,000.00	75,409.50	-409.50	0 00
492.2590	814219887	SECURITY EQUITY MID CAP VALUE-A	04/28/2008	06/24/2008	14,408.42	14,703.78	-295.36	0.00
5389.1560	77956H864	T ROWE PRICE EMERGING MKT ST	VARIOUS	09/11/2008	150,788.58	227,734.23	-76,945.65	0.00
6000.0000	904199700	UMB SCOUT SMALL CAP FUND	06/22/2007	01/16/2008	97,260.00	112,920.00	-15,660.00	0.00
Total Short Term Sales Reported on 1099-B					**3,561,353.93**	**4,711,106.66**	**-1,149,752.73**	**0.00**
Long Term 15% Sales Reported on 1099-B								
30910.3190	399874106	AMERICAN GROWTH FD OF AMERICA#5	VARIOUS	04/28/2008	1,026,840.80	740,015.18	286,825.62	0.00
3714.2480	125325407	CGM REALTY FUND	VARIOUS	11/20/2008	39,891.02	113,526.57	-73,635.55	0.00
6000.0000	197199409	COLUMBIA ACORN FUND-Z	09/20/2005	01/16/2008	160,920.00	168,360.00	-7,440.00	0 00
7407 9900	256210105	DODGE & COX INCOME FUND	VARIOUS	06/24/2008	91,710.91	96,284.81	-4,573.90	0.00
11647.4940	256210105	DODGE & COX INCOME FUND	VARIOUS	07/07/2008	141,750.00	150,320.11	-8,570.11	0.00
14332.5140	256210105	DODGE & COX INCOME FUND	VARIOUS	07/15/2008	175,000.00	183,549.47	-8,549.47	0.00
16488.0460	256210105	DODGE & COX INCOME FUND	VARIOUS	07/30/2008	200,000.00	212,146.60	-12,146.60	0.00
1701.7570	256210105	DODGE & COX INCOME FUND	VARIOUS	08/18/2008	20,795.47	22,176.04	-1,380.57	0.00

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Wealth Management

2008 Tax Information Statement

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COMMUNITYONE BANK, N.A.
101 SUNSET AVENUE PO BOX 1328
ASHEBORO, NC 27204-1328

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address
RICHMOND COMMUNITY FOUNDATION, INC
217 S. TRYON STREET
CHARLOTTE , NC 28202

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
24283.4400	256210105	DODGE & COX INCOME FUND	VARIOUS	10/29/2008	273,431.54	310,711.24	-37,279.70	0.00
100000.0000	3133XMJ93	FHLB 5.750% 10/22/15	10/11/2007	12/26/2008	100,000.00	99,900.00	100.00	0.00
115000.0000	353496300	FRANKLIN CUST FDS INC SER-A	VARIOUS	04/01/2008	279,450.00	274,237.74	5,212.26	0.00
29310.3450	353496300	FRANKLIN CUST FDS INC SER-A	VARIOUS	07/07/2008	68,000.00	72,349.75	-4,349.75	0.00
33185.8410	353496300	FRANKLIN CUST FDS INC SER-A	VARIOUS	07/15/2008	75,000.00	89,430.66	-14,430.66	0.00
41484.7160	353496300	FRANKLIN CUST FDS INC SER-A	03/21/2007	08/01/2008	95,000.00	112,423.58	-17,423.58	0.00
8550.9920	353496300	FRANKLIN CUST FDS INC SER-A	03/21/2007	08/18/2008	19,581.77	23,173.19	-3,591.42	0.00
50141.4150	353496300	FRANKLIN CUST FDS INC SER-A	VARIOUS	09/17/2008	102,288.48	135,576.72	-33,288.24	0.00
23292.3480	628380305	FRANKLIN MUTUAL BEACON Z FUND #76	VARIOUS	03/05/2008	338,903.65	338,021.04	882.61	0.00
26321.2930	38143H332	GOLDMAN SACHS SATELLITE S-IS	09/25/2007	10/06/2008	190,302.94	273,741.46	-83,438.52	0 00
7426.3990	471023846	JANUS OVERSEAS FUND #54	VARIOUS	12/03/2008	167,242.50	348,890.25	-181,647.75	0 00
2553.6870	487300501	KEELEY SMALL CAP VAL FD-A	09/07/2006	06/24/2008	76,559.55	60,318.09	16,241.46	0.00
366.4990	56062X708	MAINSTAY HIGH YIELD CORPORATE BD	09/09/2005	06/24/2008	2,166 01	2,330.93	-164.92	0.00
5421.6870	56062X708	MAINSTAY HIGH YIELD CORPORATE BD	VARIOUS	07/07/2008	31,500.00	34,418.65	-2,918.65	0.00
5652.1750	56062X708	MAINSTAY HIGH YIELD CORPORATE BD	VARIOUS	07/15/2008	32,500.00	35,470.08	-2,970.08	0.00

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2008 Tax Information Statement

CommunityOne
Wealth Management

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101 SUNSET AVENUE PO BOX 1328
ASHEBORO, NC 27204-1328

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address
RICHMOND COMMUNITY FOUNDATION, INC
217 S. TRYON STREET
CHARLOTTE , NC 28202

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
4470.8830	56062X708	MAINSTAY HIGH YIELD CORPORATE BD	VARIOUS	07/30/2008	25,886.41	28,375.49	-2,489.08	0.00
19722.0840	560636102	MAIRS & POWER GROWTH FD INC	VARIOUS	04/28/2008	1,464,759.18	1,178,670.95	286,088.23	0.00
9233.1850	693390700	PIMCO TOTAL RETURN FUND-INST	VARIOUS	06/24/2008	97,687 09	98,791.72	-1,104.63	0.00
12052.7310	693390700	PIMCO TOTAL RETURN FUND-INST	VARIOUS	07/07/2008	128,000 00	129,610.77	-1,610.77	0.00
11693.1700	693390700	PIMCO TOTAL RETURN FUND-INST	VARIOUS	07/15/2008	125,000.00	125,510.03	-510.03	0.00
17975.4020	693390700	PIMCO TOTAL RETURN FUND-INST	VARIOUS	07/30/2008	190,000.00	193,278.66	-3,278.66	0.00
5898.0570	922031307	VANGUARD GNMA FUND #36	VARIOUS	06/24/2008	60,042.22	61,695.68	-1,653.46	0 00
7876.7120	922031307	VANGUARD GNMA FUND #36	VARIOUS	07/07/2008	80,500.00	82,102.54	-1,602.54	0.00
7274.4910	922031307	VANGUARD GNMA FUND #36	VARIOUS	07/15/2008	75,000 00	75,997.43	-997.43	0.00
11764.7060	922031307	VANGUARD GNMA FUND #36	VARIOUS	07/30/2008	120,000.00	122,960.56	-2,960.56	0.00
Total Long Term 15% Sales Reported on 1099-B					**6,075,709.56**	**5,994,365.99**	**81,343.57**	**0.00**

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Richmond Community Foundation
56-2168849
Book Value - Investments
2008

	Stocks	Bonds	Total
Wachovia 0194	298,564		
Wachovia 0194	532,164		
Wachovia 0194	1,012,909		
Wachovia 0194	505,698	733,149	3,082,484
Wachovia 0196	751,686	-	751,686
Wachovia 0935	5,977,522	-	5,977,522
Community One	3,799,195		
	1,502,017		
	466,029		
	790,574	1,533,251	
	24,950	2,637,440	10,753,456
Total	15,661,308	4,903,840	20,565,148

RICHMOND COMMUNITY FOUNDATION
III CARE OF FFTC

DECEMBER 1 - DECEMBER 31, 2008
-0935

Additional information

	THIS PERIOD	THIS YEAR
Gross proceeds	0.00	3,265,481.22

P. :folio detail

Cash and Sweep Balances

Estimated Annual Yield on Money Market funds, when available, reflects the current estimated yield for the Interest Period dates displayed.

DESCRIPTION	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME	ESTIMATED CURRENT YIELD (%)
EVERGREEN MONEY MARKET FUND CLASS S Interest Period 12/01/08 - 01/01/09	0.06	N/A	0.68
Total Cash and Sweep Balances	**$0.06**	**$0.00**	

Mutual Funds

Mutual fund shares are priced at net asset value. Estimated Annual Income and Yield refer to Dividends and Interest Income only, and typically do not reflect Total return.

O| End Mutual Funds

DESCRIPTION	QUANTITY	CURRENT PRICE	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
BRIDGEWAY FD INC ULTRA-SMALL CO TAX ADV BRSIX	5,899.69500	9.6300	56,814.06	1,262.53	2.22
CALAMOS GROWTH FUND CLASS A CVGRX	6,861.86000	29.1600	200,091.83	N/A	N/A
DWS INVESTMENT TRUST CORE FIXED INCOME FD CL I MFINX	33,795.68300	8.7100	294,360.39	18,013.09	6.11

WACHOVIA SECURITIES

RICHMOND COMMUNITY FOUNDATION
III CARE OF FFTC

DECEMBER 1 - DECEMBER 31, 2008
-0935

Mutual Funds

Open End Mutual Funds continued

DE. IPTION	QUANTITY	CURRENT PRICE	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
EATON VANCE INCOME FD BOSTON INC INSTL CLI EIBIX	45,431 .29600	3.9200	178,090.68	23,578.84	13.23
FORWARD SMALL CAP EQUITY FD INSTITUTIONAL CLASS FFHIX	8,860 .32900	12.3700	109,602.26	N/A	N/A
GOLDMAN SACHS TR FINL SQUARE MMKT FD CL I FSMXX	153,740 .91000	1.0000	153,740.91	2,521.35	1.64
HARBOR SMALL CAP VALUE INSTITUTIONAL HASCX	8,620 .05400	13.2600	114,301.91	474.10	0.41
HARBOR INTERNATIONAL INSTL CL HAINX	12,084 .32800	40.1200	484,823.23	9,389.52	1.93
HARBOR SMALL COMPANY GROWTH FUND INV CL HSGIX	15,791 .43500	4.7300	74,693.48	N/A	N/A
H. OR INTL GROWTH FD HAIGX	20,858 .48600	8.1100	169,162.32	1,939.83	1.14
HOTCHKIS & WILEY CORE VALUE FD CL-I HWCIX	58,802 .39100	6.1000	358,694.58	18,287.54	5.09
ARTIO INTERNATIONAL EQUITY FUND II JETIX	49,307 .14400	9.9000	488,140.72	17,799.87	3.64
OPPENHEIMER MAIN STR SMALL CAP FUND CL Y OPMYX	13,019 .48900	12.7300	165,738.09	390.58	0.23
OPPENHEIMER INTERNATIONAL GROWTH FUND CL Y OIGYX	16,638 .42300	17.8300	296,663.08	5,657.06	1.90

RICHMOND COMMUNITY FOUNDATION
III CARE OF FFTC

DECEMBER 1 - DECEMBER 31, 2008
:-0935

Mutual Funds

Open End Mutual Funds continued

DE ?TION	QUANTITY	CURRENT PRICE	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL	50,114 .14100	10.1400	508,157.38	27,061.63	5.32
RAINIER INVT MGMT MUT MID/CAP EQUITY PORTFOLIO RIMMX	6,435 .61900	23.6100	151,944.96	N/A	N/A
RIVERSOURCE FUNDS MID CAP VALUE FUND CL A AMVAX	46,104 .20500	4.6800	215,767.67	N/A	N/A
RS INVT TR GLOBAL NATURAL RES FD CLASS A RSNRX	7,705 .81500	20.0500	154,501.59	61.64	0.03
STRATTON FDS INC SMALL-CAP VALUE FD STSCX	2,648 .64200	34.2500	90,715.98	N/A	N/A
TCW DIVERSIFIED VALUE FD CL-I TG	41,650 .86600	8.9200	371,525.72	8,080.26	2.17
TOUCHSTONE INSTL FDS TR SANDS CAP INSTL GROWTH CISGX	58,283 .49100	6.5000	378,842.69	N/A	N/A
CRM MID CAP VALUE FD INSTL	9,194 .64500	18.9500	174,238.52	2,602.08	1.49
WELLS FARGO ADVANTAGE ENDEAVOR SELECT FUND CL-I WFCIX	62,503 .63300	6.3700	398,148.14	N/A	N/A
WESTERN ASSET CORE PLUS BOND FD CL-I WACPX	44,788 .22500	8.6800	388,761.79	22,797.20	5.86
Total Open End Mutual Funds			$5,977,521.98	$159,917.12	2.68
Total Mutual Funds			$5,977,521.98	$159,917.12	2.68

RICHMOND COMMUNITY FOUNDATION
CARE OF FFTC

DECEMBER 1 - DECEMBER 31, 2008
-0196

Additional information

	THIS PERIOD	THIS YEAR
Gross proceeds	0.00	5,263.07

F .tfolio detail

Cash and Sweep Balances

The Bank Deposit Sweep consists of monies held in an interest-bearing deposit account at one or more banks affiliated with Wachovia Securities, LLC. These assets are not held in your securities brokerage account and therefore not covered by SIPC. Such monies are eligible for FDIC insurance up to $250,000 per depositor, per bank, in accordance with FDIC rules, for a total of up to $750,000 in FDIC insurance when deposited at multiple banks. If you have questions about your sweep option, including rates, please contact Your Financial Advisor.

DESCRIPTION	% OF ACCOUNT	ANNUAL PERCENTAGE YIELD EARNED*	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME
BANK DEPOSIT SWEEP Interest Period 12/01/08 - 12/31/08.	0.19	0 87	1,446.01	12.58
Total Cash and Sweep Balances	0.19		**$1,446.01**	**$12.58**

* APY measures the total amount of the interest paid on an account based on the interest rate and the frequency of the compounding during the interest period. The annual percentage yield is expressed as an annualized rate, based on a 365- or 366-day year (as applicable).

Mutual Funds

Mu..al fund shares are priced at net asset value. Estimated Annual Income and Yield refer to Dividends and Interest Income only, and typically do not reflect Total return. If a portion of your fund position was converted, the 'Client Investment' value may include reinvestments from previously held positions.

Open End Mutual Funds

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
DODGE & COX STOCK FUND DODGX On Reinvestment									
Acquired 06/09/03 L		894 .84500	97.62	87,354.76	74.3700	66,549.61	- 20,805.15	18,597.57	2.47
Acquired 06/23/03 L		1,542 .57500	97.24	150,000.00		114,721.30	- 35,278 70		
Acquired 07/07/03 L		1,515 .15200	99.00	150,000.00		112,681.85	- 37,318.15		
Acquired 07/22/03 L		1,021 .45000	97.90	100,000.00		75,965 24	- 24,034.76		
Acquired 08/01/03 L		1,005 .53000	99.45	100,000.00		74,781.27	- 25,218.73		

WACHOVIA SECURITIES

RICHMOND COMMUNITY FOUNDATION
CARE OF FFTC

DECEMBER 1 - DECEMBER 31, 2008
-0196

Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
Reinvestments L		2,802.73300	138.60	388,472.30		208,439.26	- 180,033.04		
Reinvestments S		1,325.09300	128.47	170,234.73		98,547.17	- 71,687.56		
Total	99.81	10,107.37800		$1,146,061.79	74.3700	$751,685.70	- $394,376.09	$18,597.57	2.47
Client Investment (Excluding Reinvestments)					$587,354.76				
Gain/Loss on Client Investment (Including Reinvestments)					$164,330.94				
Total Open End Mutual Funds	99.81			$1,146,061.79		$751,685.70	- $394,376.09	$18,597.57	2.47
Total Mutual Funds	99.81			$1,146,061.79		$751,685.70	- $394,376.09	$18,597.57	2.47

RICHMOND COMMUNITY FOUNDATION
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DECEMBER 1 - DECEMBER 31, 2008
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Portfolio detail

Cash and Sweep Balances

Th` `ank Deposit Sweep consists of monies held in an interest-bearing deposit account at one or more banks affiliated with Wachovia Securities, LLC. These assets are not held in yo` .ecurities brokerage account and therefore not covered by SIPC. Such monies are eligible for FDIC insurance up to $250,000 per depositor, per bank, in accordance with FDIC rules, for a total of up to $750,000 in FDIC insurance when deposited at multiple banks. If you have questions about your sweep option, including rates, please contact Your Financial Advisor.

DESCRIPTION	% OF ACCOUNT	ANNUAL PERCENTAGE YIELD EARNED*	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME
BANK DEPOSIT SWEEP Interest Period 12/01/08 - 12/31/08	0.03	0.86	1,042.27	8.96
Total Cash and Sweep Balances	0.03		$1,042.27	$8.96

* APY measures the total amount of the interest paid on an account based on the interest rate and the frequency of the compounding during the interest period. The annual percentage yield is expressed as an annualized rate, based on a 365- or 366-day year (as applicable).

Mutual Funds

Mutual fund shares are priced at net asset value. Estimated Annual Income and Yield refer to Dividends and Interest Income only, and typically do not reflect Total return. If a portion of your fund position was converted, the 'Client Investment' value may include reinvestments from previously held positions.

Open End Mutual Funds

								ESTIMATED	
DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ANNUAL INCOME	ANNUAL YIELD (%)
ALLIANZ NJF SMALL CAP VALUE FUND CL-C PCVCX On Reinvestment									
Acquired 06/23/03 L		476.64900	21.04	10,030.30	18.3400	8,741.74	- 1,288.56	2,311.66	0.77
Acquired 07/07/03 L		1,730.50300	21.67	37,506.00		31,737.41	- 5,768.59		
Acquired 07/22/03 L		1,168.77000	21.39	25,006.00		21,435.24	- 3,570.76		
Acquired 08/01/03 L		1,157.94300	21.59	25,006.00		21,236.67	- 3,769.33		
Acquired 09/16/03 L		2,340.98900	22.64	53,006.00		42,933.74	- 10,072.26		
Reinvestments L		7,433.09900	29.13	216,580.46		136,323.04	- 80,257.42		

WACHOVIA SECURITIES

RICHMOND COMMUNITY FOUNDATION
CARE OF FFTC

DECEMBER 1 - DECEMBER 31, 2008
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Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
Reinvestments S		1,971 .41100	17 16	33,841.81		36,155 69	2,313.88		
Total	9.68	16,279 .36400		$400,976.57	18.3400	$298,563.53	- $102,413.04	$2,311.66	0.77
	Client Investment (Excluding Reinvestments)				$150,554.30				
	Gain/Loss on Client Investment (Including Reinvestments)				$148,009.23				
AMCAP FUND INC CLASS A AMCPX On Reinvestment									
Acquired 05/09/03 L		1,550 .97400	14.21	22,040.51	12.0700	18,720.24	- 3,320.27	8,641.60	1.62
Acquired 06/09/03 L		7,591 .09300	14.82	112,506.00		91,624.49	- 20,881.51		
Acquired 06/23/03 L		7,560 .48400	14.88	112,506.00		91,255.04	- 21,250.96		
Acquired 07/07/03 L		7,319 .45300	15.37	112,506.00		88,345.80	- 24,160.20		
Acquired 07/22/03 L		4,960 .31700	15.12	75,006.00		59,871.03	- 15,134.97		
Acquired 08/01/03 L		4,966 .88700	15.10	75,006 00		59,950.33	- 15,055.67		
Reinvestments L		8,406 .98400	19.57	164,553.51		101,472.31	- 63,081.20		
Reinvestments S		1,733 .64900	17.19	29,818.76		20,925.14	- 8,893.62		
Total	17.26	44,089 84100		$703,942.78	12.0700	$532,164 38	- $171,778.40	$8,641.60	1.62
	Client Investment (Excluding Reinvestments)				$509,570.51				
	Gain/Loss on Client Investment (Including Reinvestments)				$22,593.87				
AI. . BALANCED FD INC CLASS A ABALX On Reinvestment									
Acquired 06/09/03 L		8,820 .07600	15 64	137,950.40	13.7800	121,540.65	- 16,409.75	39,693.10	3.91
Acquired 06/23/03 L		11,904 .76200	15.75	187,506.00		164,047.62	- 23,458.38		
Acquired 07/07/03 L		11,770 .24500	15.93	187,506.00		162,193.98	- 25,312.02		
Acquired 07/22/03 L		7,951 .65400	15.72	125,006.00		109,573.79	- 15,432.21		
Acquired 08/01/03 L		7,982 .12000	15.66	125,006.00		109,993.61	- 15,012.39		
Reinvestments L		22,197 .10300	18.26	405,401.77		305,876.06	- 99,525.71		
Reinvestments S		2,879 .79800	16 90	48,676.65		39,683.63	- 8,993.02		
Total	32.85	73,505 .75800		$1,217,052.82	13.7800	$1,012,909.34	- $204,143.48	$39,693.10	3.92
	Client Investment (Excluding Reinvestments)				$762,974.40				
	Gain/Loss on Client Investment (Including Reinvestments)				$249,934.94				

RICHMOND COMMUNITY FOUNDATION
CARE OF FFTC

DECEMBER 1 - DECEMBER 31, 2008
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Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
EVERGREEN CORE BOND FD CL A ESBAX On Reinvestment — bond									
Acquired 06/09/03 L		6,619.56100	11.17	73,942.86	7.0500	46,667.91	- 27,274.95	50,852.48	6.93
Acquired 06/23/03 L		16,801.07500	11.16	187,506.00		118,447.58	- 69,058.42		
Acquired 07/07/03 L		16,999.09300	11.03	187,506.00		119,843.44	- 67,662.56		
Acquired 07/22/03 L		11,499.54000	10.87	125,006.00		81,071.76	- 43,934.24		
Acquired 08/01/03 L		11,715.08900	10.67	125,006.00		82,591.38	- 42,414.62		
Reinvestments L		34,925.24900	10.55	368,707.27		246,223.12	- 122,484.15		
Reinvestments S		5,433.21100	9.02	49,032.72		38,304.17	- 10,728.55		
Total	23.78	103,992.81800		$1,116,706.85	7.0500	$733,149.36	- $383,557.49	$50,852.48	6.94
Client Investment (Excluding Reinvestments)					$698,966.86				
Gain/Loss on Client Investment (Including Reinvestments)					$34,182.50				
NEW PERSPECTIVE FD INC CLASS A ANWPX On Reinvestment									
Acquired 06/09/03 L		2,888.97600	19.97	57,697.47	18.8800	54,543.84	- 3,153.63	13,365.64	2.64
Acquired 06/23/03 L		3,755.63300	19.97	75,006.00		70,906.35	- 4,099.65		
Acquired 07/07/03 L		3,635.48200	20.63	75,006.00		68,637.90	- 6,368.10		
Acquired 07/22/03 L		2,469.13600	20.25	50,006.00		46,617.29	- 3,388.71		
Acquired 08/01/03 L		2,450.98000	20.40	50,006.00		46,274.50	- 3,731.50		
Reinvestments L		8,767.69300	30.74	269,553.99		165,534.04	- 104,019.95		
Reinvestments S		2,816.95400	18.14	51,099.56		53,184.12	2,084.56		
Total	16.40	26,784.85400		$628,375.02	18.8800	$505,698.04	- $122,676.98	$13,365.64	2.64
Client Investment (Excluding Reinvestments)					$307,721.47				
Gain/Loss on Client Investment (Including Reinvestments)					$197,976.57				
Total Open End Mutual Funds	99.97			$4,067,054.04		$3,082,484.65	- $984,569.39	$114,864.48	3.73
Total Mutual Funds	99.97			$4,067,054.04		$3,082,484.65	- $984,569.39	$114,864.48	3.73

Statement of Value and Activity

December 1. 2008 - December 31, 2008

Equities

Individual Domestic Equities

Air Prods & Chems Inc TICKER: APD	2,005 00 50.27	$101,392.85	$100,791.35 -$601.50	$3,528.80 3.50%
Altria Group Inc TICKER MO	7,270.00 15.06	$108,039.17	$109,486 20 $1,447 03	$9,305.60 8.50%
Apple Inc TICKER: AAPL	2.050 00 85.35	$188,343.75	$174,967 50 -$13,376 25	$0.00 0.00%
AT & T Inc TICKER. T	3,875.00 28.50	$108,810.00	$110,437.50 $1,627.50	$6,355.00 5.75%
Bristol Myers Squibb Co TICKER. BMY	7,500 00 23.25	$147,487.50	$174,375 00 $26,887.50	$9,300 00 5.33%
Chevron Corporation TICKER: CVX	2,600.00 73.97	$188,065.00	$192,322.00 $4,257.00	$6,760.00 3.51%
ConocoPhillips TICKER. COP	2,570.00 51 80	$124,404.30	$133,126.00 $8,721.70	$4,831 60 3.63%
Dominion RES Inc VA TICKER D	3,095.00 35.84	$108,557.95	$110,924.80 $2,366.85	$5,416.25 4.88%
Du Pont E I De Nemours & Co TICKER DD	4,520.00 25 30	$117,139.71	$114,356.00 -$2,783.71	$7,412.80 6.48%
Duke Energy Holding Corp TICKER· DUK	12,500 00 15.01	$193,228.00	$187,625.00 -$5,603.00	$11,500.00 6.13%
Emerson Electric TICKER· EMR	3,485.00 36 61	$111,470.40	$127,585.85 $16,115.45	$4,600.20 3.61%
Enterprise Prods Partners LP TICKER: EPD	5,500 00 20 73	$117,570.44	$114.015.00 -$3,555.44	$11,330.00 9.94%
Exelon Corp TICKER: EXC	2,055.00 55.61	$112,155.15	$114,278 55 $2,123.40	$4,315.50 3.78%

Asset Detail Section (continued)

Statement of Value and Activity

December 1, 2008 - December 31, 2008

Description	Shares/Par Value Current Price	Tax Cost	Market Value Unrealized G/L	Est. Ann. Income Current Yield
Exxon Mobil Corporation TICKER: XOM	1,300.00 79 83	$92,625 00	$103.779.00 $11,154.00	$2,080.00 2.00%
General Electric Corp TICKER: GE	10,500.00 16 20	$190,260.00	$170.100.00 -$20,160 00	$13,020 00 7.65%
Heinz H J Co TICKER. HNZ	2,990.00 37 60	$108,190.60	$112,424 00 $4,233 40	$4,963.40 4.41%
Johnson & Johnson TICKER. JNJ	1,870 00 59 83	$108,831 00	$111,882 10 $3,051.10	$3,440 80 3 07%
Nike Inc Class B Com TICKER· NKE	4,100 00 51 00	$194,237.50	$209,100.00 $14,862.50	$4,100.00 1 96%
Pepsico Inc TICKER· PEP	3,600 00 54 77	$197,100.00	$197,172.00 $72.00	$6.120 00 3.10%
Pfizer Inc TICKER: PFE	6,590.00 17 71	$108,273.70	$116,708.90 $8,435.20	$8,435.20 7 23%
Progress Energy Inc TICKER. PGN	5,200.00 39.85	$196,950 00	$207,220 00 $10,270 00	$12.896.00 6.22%
Spectra Energy Corp WI TICKER: SE	11,400.00 15.74	$187,245.00	$179,436.00 -$7,809.00	$11,400.00 6.35%
Target Corp TICKER TGT	5,500 00 34.53	$195,222 50	$189,915 00 -$5,307 50	$3,520 00 1 85%
United Technologies Corp TICKER UTX	1,945.00 53.60	$91,526 20	$104.252 00 $12,725.80	$2,995.30 2.87%
Verizon Communications TICKER: VZ	6,750 00 33 90	$198,585 00	$228,825 00 $30,240.00	$12,420.00 5 43%
Wyeth TICKER: WYE	2,775 00 37.51	$98,482 83	$104,090.25 $5,607.42	$3.330 00 3 20%
		$3,694,193.55	$3,799,195 00 $105,001.45	$173,376.45
Domestic Equity Mutual Funds				
Columbia Acorn Fund-Z TICKER. ACRNX	11,870.19 17.71	$337,315.03	$210,221.01 -$127,094.02	$166.18 0.08%
Columbia Value & Restruct-Z TICKER: UMBIX	12 500 00 29.53	$729,684.86	$369,125.00 -$360,559.86	$6 787.50 1 84%
Hartford Growth Opport-I TICKER HGOIX	30,000.00 17.83	$875.223.34	$534,900.00 -$340,323.34	$2,490 00 0.47%
Keeley Small Cap Val Fd-A TICKER. KSCVX	10,273.09 16 32	$248,823.11	$167,656.76 -$81,166.35	$0.00 0.00%
Security Equity Mid Cap Value-A TICKER SEVAX	7,700 93 19.84	$219 234.42	$152,786 47 -$66,447 95	$1,039.63 0.68%

Asset Detail Section (continued)

Statement of Value and Activity

December 1, 2008 - December 31 2008

Description	Shares/Par Value Current Price	Tax Cost	Market Value Unrealized G/L	Est. Ann. Income Current Yield
UMB Scout Small Cap Fund TICKER UMBHX	6,381.76 10 55	$116,144.89	$67,327.56 -$48,817.33	$0.00 0.00%
		$2,526,425 65	$1,502,016.80 -$1,024,408.85	$10,483 31
Total Equities		$6,220,619.20	$5,301,211.80 -$919,407 40	$183,859 76
International Equities *Individual Foreign Equities*				
Transocean Ltd TICKER RIG	2,650.00 47.25	$188,812 50	$125,212.50 -$63,600.00	$0.00 0.00%
		$188,812 50	$125,212.50 -$63,600 00	$0.00
Foreign Equity Mutual Funds				
American Capital World G&I-A TICKER. CWGIX	12,827.11 26.57	$561,060.98	$340,816.31 -$220,244.67	$13,211.92 3.88%
		$561,060.98	$340,816.31 -$220,244 67	$13,211.92
Total International Equities		$749,873.48	$466,028.81 -$283 844.67	$13,211.92
Taxable Fixed Income *Government/Agency*				
Federal Farm Credit Bank DTD 10/22/2008 5.500% 10/22/2018 Non Callable	100,000 00 120.09	$100,000.00	$120,094.00 $20,094 00	$5,500.00 4.58%
Federal Farm Credit Bank DTD 10/27/2008 6.000% 10/27/2023 Callable	100,000.00 98.38	$100,000 00	$98,375.00 -$1,625 00	$6,000 00 6.10%
Federal Home Loan Bank DTD 03/13/2007 5.750% 03/13/2017 Callable	100,000 00 100.78	$100,000 00	$100,781 00 $781.00	$5 750.00 5 70%
Federal Home Loan Bank DTD 06/26/2008 5 500% 06/26/2015 Callable	100,000 00 101.78	$100,000.00	$101,781.00 $1,781.00	$5,500 00 5.40%

Asset Detail Section (continued)

Statement of Value and Activity

December 1, 2008 - December 31, 2008

Description	Shares/Par Value Current Price	Tax Cost	Market Value Unrealized G/L	Est. Ann. Income Current Yield
Federal Home Loan Bank DTD 07/02/2008 5 700% 07/02/2018 Callable	100,000.00 101.59	$99,700.00	$101,594.00 $1,894 00	$5,700 00 5.61%
Federal Home Loan Bank DTD 07/09/2008 5 850% 07/09/2018 Callable	200,000 00 101 84	$200.000 00	$203,688 00 $3.688 00	$11,700 00 5.74%
Federal Home Loan Bank DTD 07/14/2008 3 150% 07/14/2009 Callable	100,000 00 100 09	$100,000 00	$100,094 00 $94 00	$3,150.00 3.15%
Federal Home Loan Bank DTD 07/23/2008 5 375% 07/23/2015 Callable	100,000.00 101.94	$100.000 00	$101,938.00 $1,938.00	$5,375 00 5 27%
Federal Home Loan Bank DTD 07/23/2008 5 740% 07/23/2018 Callable	100,000.00 100.25	$100,000 00	$100,250 00 $250 00	$5,740 00 5 73%
Federal Home Loan Bank DTD 08/06/2008 5.350% 08/06/2015 Callable	100,000.00 100.38	$100,000 00	$100,375 00 $375.00	$5,350.00 5.33%
Federal Home Loan Bank DTD 08/07/2008 6.000% 08/07/2023 Callable	100,000.00 101.47	$100,000 00	$101,469 00 $1,469 00	$6,000 00 5.91%
Federal Home Loan Bank DTD 08/13/2008 5.800% 08/13/2018 Callable	100,000 00 100.53	$100,000 00	$100.531.00 $531.00	$5,800.00 5.77%
Federal Home Loan Bank DTD 08/19/2008 5 500% 08/19/2015 Callable	100,000.00 102 25	$100,000 00	$102,250.00 $2,250 00	$5,500.00 5.38%
Federal Home Loan Bank DTD 09/08/2005 5.850% 09/08/2020 Callable	100,000.00 100.03	$100,000.00	$100,031 00 $31.00	$5,850.00 5.85%
		$1,499,700.00	$1 533,251 00 $33,551 00	$82,915.00

Asset Detail Section (continued)

Statement of Value and Activity

December 1 2008 - December 31, 2008

Description	Shares/Par Value Current Price	Tax Cost	Market Value Unrealized G/L	Est. Ann. Income Current Yield
Corporate				
Allstate Corp DTD 02/20/2002 6.125% 02/15/2012 Non Callable	75.000 00 97.90	$77,475 75	$73,423.50 -$4,052 25	$4,593.75 6.26%
Archer Daniels DTD 03/04/2008 5 450% 03/15/2018 Non Callable	75,000.00 98.43	$73,500.00	$73,824.00 $324.00	$4,087.50 5.54%
AT&T Inc DTD 05/13/2008 5.600% 05/15/2018 Non Callable	75.000.00 101.81	$74,920.50	$76,360.50 $1,440.00	$4,200 00 5.50%
BellSouth Corp DTD 09/13/2004 4 200% 09/15/2009	75,000.00 100 39	$75,402 00	$75,294.00 -$108.00	$3,150 00 4.18%
Bristol-Myers Squibb DTD 05/01/2008 5.450% 05/01/2018 Non Callable	50,000.00 103.54	$49,200.00	$51,769.00 $2,569.00	$2,725.00 5.26%
Carolina Power & Light DTD 09/11/2003 5.125% 09/15/2013 Non Callable	75,000 00 100.32	$71,940.00	$75,236.25 $3,296.25	$3,843.75 5.11%
Costco Wholesale Corp DTD 02/20/2007 5.500% 03/15/2017 Non Callable	75,000.00 106 29	$73,372 50	$79,716.00 $6 343 50	$4,125.00 5.17%
Deere & Co DTD 05/01/2000 7.850% 05/15/2010 Non Callable	50,000 00 104 43	$52,196 50	$52,217.00 $20.50	$3,925.00 7.52%
Dow Chemical Company DTD 05/06/2008 5 700% 05/15/2018 Non Callable	50,000 00 88.84	$49,500 00	$44.420.50 -$5,079.50	$2,850 00 6.42%
Dow Chemical Company Medium Term Note DTD 08/07/2008 5 900% 08/15/2013 Callable	75,000 00 99.84	$75,000.00	$74,881.50 -$118 50	$4,425 00 5 91%
First Union Corporation DTD 01/18/1994 6 375% 01/15/2009 Non Callable	75,000.00 99.83	$76,389.00	$74,870.25 -$1,518.75	$4,781 25 6.39%

Asset Detail Section (continued)

Statement of Value and Activity

December 1, 2008 - December 31, 2008

Description	Shares/Par Value Current Price	Tax Cost	Market Value Unrealized G/L	Est. Ann. Income Current Yield
General Elec Cap Corp DTD 04/21/2008 5.625% 05/01/2018 Non Callable	75,000 00 100 73	$74.234 25	$75,543.75 $1,309.50	$4,218.75 5 58%
General Elec Cap Corp Medium Term Note DTD 07/31/2008 5 600% 07/15/2014 Non Callable	75,000 00 96.38	$75,000 00	$72.281 25 -$2,718.75	$4,200.00 5.81%
General Electric Capital Corp Medium Term Note DTD 09/13/2004 4 250% 09/13/2010 Non Callable	75,000 00 100.35	$72,631.50	$75,264 75 $2.633 25	$3,187 50 4 23%
Goldman Sachs Group Inc DTD 02/14/2007 5.300% 02/14/2012 Non Callable	50 000.00 94 39	$48,195 00	$47,192.50 -$1,002 50	$2,650.00 5.61%
Goldman Sachs Group Inc DTD 08/30/2007 6 250% 09/01/2017 Non Callable	50,000.00 96.96	$49,000 00	$48,482.00 -$518.00	$3,125.00 6.45%
Goldman Sachs Group Inc DTD 10/18/2007 5 450% 11/01/2012 Non Callable	50,000.00 95.39	$50,118 50	$47,695 50 -$2,423.00	$2,725.00 5 71%
GTE North Inc DTD 02/15/1998 6 375% 02/15/2010	50.000.00 100.53	$50,350.00	$50,266.50 -$83.50	$3,187 50 6 34%
HSBC Finance Corp Medium Term Note DTD 06/12/2008 5 250% 12/15/2012 Non Callable	25,000 00 89.58	$25,000 00	$22,395.50 -$2,604 50	$1 312.50 5 86%
IBM Corp DTD 09/14/2007 5 700% 09/14/2017 Non Callable	75,000.00 106 91	$69,518.25	$80,183 25 $10,665.00	$4.275 00 5 33%
International Multifoods Corp DTD 12/17/2001 6.602% 11/13/2009 Non Callable	55,000.00 103.10	$55,550 00	$56,707 20 $1,157 20	$3,631.10 6 40%

Asset Detail Section (continued)

Statement of Value and Activity

December 1, 2008 - December 31, 2008

Description	Shares/Par Value Current Price	Tax Cost	Market Value Unrealized G/L	Est. Ann. Income Current Yield
JP Morgan Chase Bank NA DTD 06/13/2006 5.875% 06/13/2016 Non Callable	50 000.00 99 76	$50,125 00	$49,882.00 -$243 00	$2,937 50 5.89%
Lehman Brothers Holdings Medium Term Note DTD 11/21/2003 4.375% 11/30/2010 Non Callable In Default	100.000 00 9 50	$98,531 00	$9,500.00 -$89,031 00	$4,375.00 46.05%
Lowes Companies DTD 06/05/2000 8.250% 06/01/2010 Non Callable	75,000.00 103 88	$78,131.25	$77,909 25 -$222.00	$6,187 50 7 94%
Mcdonald's Corp DTD 10/18/2007 5 800% 10/15/2017 Non Callable	100,000.00 106 94	$100,284.00	$106,937 00 $6.653.00	$5,800.00 5.42%
McGraw-Hill Cos Inc DTD 11/02/2007 5.375% 11/15/2012 Non Callable	75,000.00 90 98	$68,812.50	$68.234.25 -$578.25	$4,031 25 5.91%
Merck & Co Inc DTD 02/17/2005 4.750% 03/01/2015 Non Callable	75,000 00 98 86	$72,582.00	$74,141.25 $1,559.25	$3,562 50 4.80%
Merrill Lynch & Co Inc DTD 02/17/1999 6 000% 02/17/2009 TICKER: MLC0009	75,000 00 100 03	$74,250.00	$75,021.75 $771 75	$4,500 00 6 00%
Morgan Stanley Medium Term Note DTD 08/09/2006 5 625% 01/09/2012 Non Callable	75,000 00 94.83	$74,250 00	$71,123 25 -$3,126.75	$4,218 75 5 93%
National Rural Util Coop DTD 10/30/2008 10 375% 11/01/2018 Non Callable	50,000 00 117.04	$55 635 00	$58.520 50 $2.885 50	$5,187 50 8 86%
Oracle Corp DTD 04/09/2008 5 750% 04/15/2018 Non Callable	75,000.00 104 60	$74,460 00	$78,447.75 $3,987 75	$4,312.50 5 50%

Asset Detail Section (continued)

Statement of Value and Activity

December 1, 2008 - December 31, 2008

Description	Shares/Par Value Current Price	Tax Cost	Market Value Unrealized G/L	Est. Ann. Income Current Yield
Pitney Bowes Inc Medium Term Note DTD 09/11/2007 5 750% 09/15/2017 Non Callable	75,000 00 97.20	$75,375.00	$72 897.75 -$2,477 25	$4,312.50 5.92%
Protective Life Secd TR Medium Term Note DTD 06/26/2008 5 000% 06/15/2011 Non Callable	75,000 00 91.43	$75,000.00	$68,575.50 -$6,424 50	$3,750 00 5 47%
SBC Communications DTD 11/03/2004 4.125% 09/15/2009	50,000.00 100 41	$49,900.00	$50,205.00 $305.00	$2,062.50 4 11%
Target Corp DTD 01/17/2008 6 000% 01/15/2018 Non Callable	50,000 00 96 82	$50.544 00	$48,411.00 -$2,133 00	$3,000.00 6 20%
Target Corporation DTD 01/17/2008 5 125% 01/15/2013 Non Callable	50,000.00 98.74	$47,625.00	$49,368 00 $1,743 00	$2,562.50 5 19%
Toyota Motor Credit Corp Medium Term Note DTD 02/16/2007 5.750% 02/17/2017 Callable	75,000.00 96 69	$75,000.00	$72,520.50 -$2,479.50	$4,312.50 5 95%
United Technologies Corp DTD 12/07/2007 5.375% 12/15/2017 Non Callable	75,000.00 101.09	$69,187 50	$75,817 50 $6,630.00	$4,031.25 5.32%
Verizon Communications DTD 04/04/200[illegible]% 04/15/2018 Non Callable	75,000 00 99 64	$75,348.00	$74,729 25 -$618.75	$4,575 00 6.12%
Wells Fargo Company DTD 10/23/2007 5.250% 10/23/2012 Non Callable	50,000.00 101 85	$49,954 50	$50,927 00 $972 50	$2,625.00 5 15%
Wyeth DTD 11/14/2005 5.500% 02/15/2016 Non Callable	25,000.00 101 83	$24,823.75	$25,457.00 $633.25	$1,375 00 5.40%

Statement of Value and Activity

December 1, 2008 - December 31, 2008

Description	Shares/Par Value Current Price	Tax Cost	Market Value Unrealized G/L	Est. Ann. Income Current Yield
Wyeth Inc DTD 12/16/2003 5 500% 02/01/2014 Non Callable	50,000.00 101.58	$48,375.00	$50,789.50 $2,414 50	$2,750 00 5.41%
		$2,706 687 25	$2,637,439.70 -$69,247 55	$155 687 35
Fixed Income Mutual Funds				
FPA New Income Fund TICKER FPNIX	13,748.86 10.96	$150,000.00	$150,687.45 $687 45	$6,255.73 4.15%
Mainstay High Yield Corporate Bd TICKER. MHYIX	13,156.55 4 33	$78,754.73	$56,967 85 -$21,786.88	$5,986 23 10.51%
PIMCO Total Return Institutional Fund TICKER: PTTRX	31,888.15 10 14	$342,699.83	$323,345 88 -$19,353 95	$17,219 60 5.32%
TCW Total Return Bond Fund TICKER TGLMX	5,364.81 9.10	$50,000.00	$48,819 73 -$1,180.27	$3,267.17 6 69%
Vanguard GNMA Fund #36 TICKER: VFIIX	19,919 97 10 58	$207,212 67	$210,753.30 $3,540 63	$10,318.55 4.90%
		$828,667 23	$790,574 21 -$38,093 02	$43,047 28
Preferred Stock				
BB&T Capital Trust V 8.950% Preferred Callable	1,000 00 24 95	$25,000 00	$24,950.00 -$50.00	$2,237 00 8 97%
		$25,000.00	$24,950.00 -$50.00	$2,237.00
Total Taxable Fixed Income		$5,060,054.48	$4,986,214.91 -$73,839.57	$283,886.63
Total All Assets		**$12,396,531.83**	**$11,124,193.44** **-$1,272,338.39**	**$492,768.99**