Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

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

2009

For calendar year 2009, or tax year beginning , and ending

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

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

Name of foundation: CHARLES B RICHARDSON FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 162 OLD FOREST CIRCLE | Room/suite:

City or town, state, and ZIP code: WINCHESTER, VA 22602-6626

A Employer identification number: 54-1931421

B Telephone number (see page 10 of the instructions): (540) 667-3121

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 ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 599,264

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	13,630	13,630		
	5a Gross rents		0		
	b Net rental income or (loss) 0				
	6a Net gain or (loss) from sale of assets not on line 10	-48,321			
	b Gross sales price for all assets on line 6a 345,496				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances 0				
	b Less Cost of goods sold 0				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)	0	0	0	
	12 **Total** Add lines 1 through 11	-34,691	13,630	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	5,300	5,300		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	250	250	0	0
	b Accounting fees (attach schedule)	1,700	1,700	0	0
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	602	110	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	5,509	5,509	0	0
	24 **Total operating and administrative expenses** Add lines 13 through 23	13,361	12,869	0	0
	25 Contributions, gifts, grants paid	37,288			37,288
	26 **Total expenses and disbursements** Add lines 24 and 25	50,649	12,869	0	37,288
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-85,340			
	b **Net investment income** (if negative, enter -0-)		761		
	c **Adjusted net income** (if negative, enter -0-)			0	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	13,504	30,322	30,322
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	4	Pledges receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	606,809	506,699	550,648
	c	Investments—corporate bonds (attach schedule)	0	0	0
	11	Investments—land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	0	0	0
	14	Land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15	Other assets (describe ▶ SEE STATEMENT 3)	1,987	-710	18,294
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	622,300	536,311	599,264
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ▶)	0	0	
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	622,300	536,311	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	622,300	536,311	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	622,300	536,311	

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	622,300
2	Enter amount from Part I, line 27a	2	-85,340
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	536,960
5	Decreases not included in line 2 (itemize) ▶ SEE ATTACHED STATEMENT 4	5	649
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	536,311

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 SCHEDULE 1 - ST	P	VARIOUS	VARIOUS
b	SEE ATTACHED SCHEDULE 2 - LT	P	VARIOUS	VARIOUS
c	SEE ATTACHED SCHEDULE 3 - ST	P	VARIOUS	VARIOUS
d	SEE ATTACHED SCHEDULE 4 - LT	P	VARIOUS	VARIOUS
e	ENSCO RECAPITALIZATION	P	VARIOUS	12/23/2009

	(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	15,203	0	12,948	2,254
b	35,462	0	52,953	-17,491
c	236,299	0	256,084	-19,785
d	56,676	0	69,975	-13,299
e	1,856	0	1,856	0

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	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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	-48,321
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	-17,531

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	45,370	744,453	0.060944
2007	42,492	920,521	0.046161
2006	43,639	868,049	0.050273
2005	42,779	873,324	0.048984
2004	38,991	855,987	0.045551

2	**Total** of line 1, column (d)	2	0.251913
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050383
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	537,449
5	Multiply line 4 by line 3	5	27,078
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8
7	Add lines 5 and 6	7	27,086
8	Enter qualifying distributions from Part XII, line 4	8	37,288

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 on page 18.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	8
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	8
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	8
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 0		
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 0		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	0
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	0
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	8
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	0
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 0 **Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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 page 19 of the instructions for definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ______ **(2)** On foundation managers. ▶ $ ______			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *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
4 a 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?	4b	N/A	
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	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ VA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *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)*

		Line	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 page 20 of the 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 ▶ NONE

14 The books are in care of ▶ CHARLES B RICHARDSON Telephone no ▶ (540) 667-3121

Located at ▶ 162 OLD FOREST CIRCLE, WINCHESTER, VA ZIP+4 ▶ 22602-6626

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

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.

			Line	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)?		1b	N/A	
	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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions.)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.)*		3b	N/A	
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 2009?		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 ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHARLES B. RICHARDSON WINCHESTER VA	PRES/TREAS 2 HRS/WEEK	5,300	0	0
MARGARET N. RICHARDSON WINCHESTER VA	SECRETARY 6 HRS/YEAR	0	0	0
ANNE K. HUSSEY WINCHESTER VA	DIRECTOR 2 HRS/YEAR	0	0	0
THOMAS P. RICHARDSON KENTUCKY	DIRECTOR 2 HRS/YEAR	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0

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 (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions 3	0
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	506,297
b	Average of monthly cash balances	1b	39,337
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	545,634
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	545,634
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	8,185
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	537,449
6	**Minimum investment return.** Enter 5% of line 5	6	26,872

Part XI Distributable Amount (see page 25 of the 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	26,872
2a	Tax on investment income for 2009 from Part VI, line 5	2a	8		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	8
3	Distributable amount before adjustments Subtract line 2c from line 1			3	26,864
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	26,864
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	26,864

Part XII Qualifying Distributions (see page 25 of the 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	37,288
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	0
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	37,288
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	8
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	37,280

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				26,864
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only			37,187	
b	Total for prior years: 20___, 20___, 20___		0		
3	Excess distributions carryover, if any, to 2009:				
a	From 2004 ... 0				
b	From 2005 ... 0				
c	From 2006 ... 0				
d	From 2007 ... 0				
e	From 2008 ... 0				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 37,288				
a	Applied to 2008, but not more than line 2a			37,187	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d	Applied to 2009 distributable amount				101
e	Remaining amount distributed out of corpus	0			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b	Prior years' undistributed income. Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d	Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e	Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				26,763
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9:				
a	Excess from 2005 ... 0				
b	Excess from 2006 ... 0				
c	Excess from 2007 ... 0				
d	Excess from 2008 ... 0				
e	Excess from 2009 ... 0				

Part XIV Private Operating Foundations (see page 27 of the 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 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	(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	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . .	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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) . . .					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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 page 28 of 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 page 28 of the 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.

CHARLES B. RICHARDSON 162 OLD FOREST CIRCLE WINCHESTER VA 22602-6626

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

NO SPECIAL FORM

c Any submission deadlines·

NO DEADLINES

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

NONE

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*				
1. VILLAGE MISSIONS DALLAS, OR	N/A	501 C(3)	COMMUNITY AID	4,624
2. NEW HOPE CENTER CRESTVIEW HILLS, KY	N/A	501 C(3)	COMMUNITY AID	4,542
3. ANSWERS IN GENESIS HEBRON, KY	N/A	501 C(3)	RELIGIOUS MINISTRY	4,592
4. C CAP WINCHESTER, VA	N/A	501 C(3)	COMMUNITY AID	4,800
5. WINCHESTER UNION RESUCE MISSION WINCHESTER, VA	N/A	501 C(3)	COMMUNITY AID	4,800
6. SALVATION ARMY WINCHESTER, VA	N/A	501 C(3)	COMMUNITY AID	4,658
7. ABBA WOMENS CARE CENTER WINCHESTER, VA	N/A	501 C(3)	COMMUNITY AID	4,632
8. MESSIAH COLLEGE STUDENT IMPACT FD GRANTHAM, PA	N/A	501 C(3)	EDUCATIONAL STUDIES	4,640
				0
				0
				0
				0
				0
				0
				0
				0
Total			▶ 3a	37,288
b *Approved for future payment*				
				0
				0
				0
				0
				0
				0
				0
				0
				0
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	13,630	
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	-48,321	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a PARTNERSHIP LOSS / OTHER		0	18	-1,248	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal. Add columns (b), (d), and (e)		0		-35,939	0

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -35,939

(See worksheet in line 13 instructions on page 28 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). (See page 28 of the instructions)
	N/A

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
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Charles B. Richardson | 5/6/10 | President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature: E I Hardy	Date 5/3/10	Check if self-employed ☐	Preparer's identifying number (see **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code	E.I. HARDY & COMPANY, CPA's, PC 4913 Fitzhugh Ave, Richmond, Va. 23230 54-0923628	EIN ▶ 226623732	Phone no.

Line 18 (990-PF) - Taxes

Statement 1

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	Totals	602	110	0	0
1	FORM 990PF - 2008	20			
2	FOREIGN TAXES	110	110		
3	PAYROLL TAXES	472			
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses Statement 2

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	Totals	5,509	5,509	0	0
1	Amortization. See attached statement	0	0	0	0
2	BROKER ACCT MANAGEMENT FEES	4,236	4,236		
3	REGISTRATION FEE	25	25		
4	PARTNERSHIP LOSSES AND OTHER	1,248	1,248		
5					
6					
7					
8					
9					
10					

STATEMENT 3 #54-1931421

NAME Charles B Richardson Family Foundation YEAR ENDED 12/31/09

Form 990 PF - Page 2

Part II - Line 15 - Other Assets

	1/1/09 Book VALUE	12/31/09 Book VALUE	12/31/09 FMV
Invest in Kinder Morgan Partnership	1630	(710)	18294
Invest in Lazard Partnership	357	0	0
Total - Line 15	1987	(710)	18294

CHARLES B. RICHARDSON FAMILY FOUNDATION
54-1931421

STATEMENT 4

PART III - LINE – 3 AND PART XV – LINE 3A

	Date	Recipient	Date of Purchase	Cost Basis	# Shs	Company	FMV/ Dollar Amt. Of Grant
1	11/18/09	VILLAGE MISSIONS					
		73 Shs Anadarko Petroleum	6/29/06	3422 –	73	ANARDKO PET.	4624 –
2	11/18/09	NEW HOPE CENTER					
		100 Shs COMCAST	7/31/07	2803 –	100	COMCAST	1513 –
		265 Shs UNIVERSAL DISPLAY	3/18/08	3763 –	265	UNIVERSAL DISPLAY	3029 –
3	11/18/09	ANSWERS IN GENESIS					
		135 Shs UNIVERSAL DISPLAY	3/18/08	1917 –	135	UNIVERSAL DISPLAY	1543 –
		36 Shs Freeport McMORAN	7/31/07	3502 –	36	FREEPORT McMoran	3049 –
4	12/1/09	C-CAP – WINCHESTER					
		CASH – CK # 1067	–	4800.	–	CASH	4800 –
		Community Aid					
5	12/1/09	WINCHESTER UNION RESCUE					
		MISSION					
		CASH – CK # 1067	–	4800.	–	CASH	4800 –
6	11/18/09	SALVATION ARMY – WINCHESTER					
		55 Shs Freeport McMoran	7/31/07	5351 –	55	FREEPORT McMoran	4658 –
		Community Aid					
7	11/18/09	ABBA CARE CENTER: 9 Shs FREEPORT McMORAN	7/31/07	876 –	9	FREEPORT McMORAN	762 –
		27 Shs ANADARKO PET.	6/29/06	1266 –	27	ANADARKO PET.	1710 –
		54 Shs ACCENTURE	2/1/06	1727 –	54	ACCENTURE	2160 –
8	11/18/09	MESSIAH COLLEGE STUDENT IMPACT Fund					
		(FOR NEED BASED FINANCIAL AID)					
		116 Shs ACCENTURE	2/1/06	3710 –	116	ACCENTURE	4640 –
		TOTAL AMOUNT OF GRANTS		37937			37288 –

Part III – Line 5

STATEMENT 4

Other Decreases in Net Assets

Ad. for difference between FMV and Book Value of gifted assets

FMV	37288	
Book Value	37937	
Total Other Decrease	649	Line 5

CHARLES B. RICHARDSON FAMILY FOUNDATION

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FORM 990 PF – PAGE 2 LINE 10b

SELF MANAGED ACCT.

# Shs	COMPANY	BOOK VALUE	TOTAL BOOK VALUE EA ACCT.	FAIR MKT VALUE 12/31/09	FAIR MKT VALUE EA ACCT. 12/31/09
230	ACCENTURE	826541		954500	
740	BB&T	1791266		1877380	
350	CHEVRON	1316974		2694650	
400	DOMINION RESOURCES	929670		1556800	
200	DOW CHEMICAL	857750		552600	
200	ENBRIDGE	845516		924400	
200	EXXON MOBIL	720630		1363800	
500	GE	1574207		756500	
100	GENERAL MILLS	457987		708100	
300	JOHNSON & JOHNSON	1620950		1932300	
300	MEDTRONIC	1404404		1319400	
300	MICROSOFT	823944		914400	
500	NATIONAL FUEL GAS	1282922		2500000	
600	NOKIA	987534		771000	
200	PFIZER	472700		363800	
400	PROCTOR & GAMBLE	1993028		2425200	
200	PROGRESS ENERGY	905766		820200	
200	SUNCOR ENERGY	727600		706200	
100	UNITED TECHNOLOGIES	750450		694100	
100	VERIZON COMM.	379425	20669264	331300	24166630
			CONT'D		CONT'D

CHARLES B. RICHARDSON FAMILY FOUNDATION

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FORM 990 PF – PAGE 2 LINE 10b

TCW INVESTMENT MGMT. ACCT.

# SHS	COMPANY	BOOK VALUE	TOTAL BOOK VALUE EA. ACCT.	FAIR MKT. VALUE 12/31/09	FAIR MKT VALUE EA ACCT. 12/31/09
170	ALCOA	230233		274040	
117	AMERICAN ELECT. PWR.	448207		407043	
84	AMERICAN EXPRESS CO.	354294		340368	
52	AMERIPRISE FINANCIAL	143381		201864	
34	ANADARKO PETRO.	120698		212228	
189	AT&T	530287		529767	
70	BAKER HUGHES	234078		283360	
398	BOSTON SCIENTIFIC	550105		358200	
129	BRISTOL MYERS SQUIBB	272338		325725	
84	CA Inc.	146977		188664	
65	CHEVRON	432524		500435	
232	COMCAST	499687		391152	
69	CVS CAREMARK	188864		222249	
149	DEAN FOODS	323805		268796	
243	DELL	479609		348948	
51	DEVON ENERGY	316824		374850	
44	ENSCO INTL	205525		175736	
488	FLEXTRONICS	468344		356728	
194	GAP	338276		406430	
185	GE	600082		279905	
81	H&R BLOCK	119991		183222	
37	HEWLETT PACKARD	146393		190587	
195	HOLOGIC	397347		282750	
150	HOME DEPOT	366569		433950	
100	HONEYWELL INTL	298199		392000	
195	INTEL	343454		397800	
49	IBM	446379		641410	
159	JPMORGAN CHASE	671310		662553	
83	KIMBERLY CLARK	520254		528793	
179	KRAFT FOODS	555156		486522	
194	LENNAR CORP. CL A	164846		247738	
104	MARATHON OIL	282614		324688	
190	MATTEL	333022		379620	
291	MBIA INC	144196		115818	
140	MEADWESTVACO	387236		400820	
64	MORGAN STANLEY	189227		189440	
338	MOTOROLA	416059		262288	
278	PFIZER	723392		505682	

CHARLES B. RICHARDSON FAMILY FOUNDATION

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FORM 990 PF – PAGE 2 LINE 10b

TCW INVESTMENT MGMT. ACCT. (CONT'D)

# SHS	COMPANY	BOOK VALUE	TOTAL BOOK VALUE EA. ACCT.	FAIR MKT. VALUE 12/31/09	FAIR MKT. VALUE EA ACCT. 12/31/09
961	QUEST COMM	662079		404581	
154	SARA LEE	201861		187572	
487	TENET HLTHCARE	248818		262493	
127	TIME WARNER NEW	484486		370078	
127	TRAVELERS	545843		633222	
179	TYCO ELECTRONICS	508208		439445	
115	TYCO INTL	483551		410320	
63	US STEEL	174813		347256	
106	VALEO ENERGY	280669		177550	
70	WASTE MGMT.	237888		236670	
114	WATSON PHARMACEUTICALS	338146		451554	
132	YAHOO	203147	17759291	221496	17214406
			CONT'D		CONT'D

CHARLES B. RICHARDSON FAMILY FOUNDATION

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FORM 990 PF – PAGE 2 LINE 10b

CAPITAL MGMT. ASSOC. ACCT.

# SHS	COMPANY	BOOK VALUE	TOTAL BOOK VALUE EA ACCT.	FAIR MKT. VALUE 12/31/09	FAIR MKT VALUE EA. ACCT. 12/31/09
105	ALIGENT TECH	268865		326235	
80	AMERICAN EXP. CO.	259904		324160	
80	AMERIPRISE FINANCIAL	288597		310560	
35	APPLE	492591		737562	
75	AVERY DENNISON	287703		273675	
130	CARMAX	286456		315250	
80	CIGNA	294774		282160	
65	CLIFFS NAT. RESOURCES	288272		299585	
70	COGNIZANT TECH.	285105		317310	
70	COOPER INDUSTRIES	292295		298480	
55	CREE	299599		310035	
75	CROWN CASTLE INTL.	239820		292800	
60	CSX	252613		290940	
30	DIAMOND OFFSHORE DRILL.	273571		295260	
195	EMC CORP MASS	249229		340665	
50	EASTMAN CHEMICAL	298421		301200	
35	EXPRESS SCRIPTS	298574		302470	
40	GENERAL DYNAMICS	268629		272680	
5	GOOGLE	168775		309990	
75	HEWITT ASSOC.	271487		316950	
65	HEWLETT PACKARD	279094		334815	
60	ILLINOIS TOOL WORKS	288695		287940	
50	JOY GLOBAL	244317		257850	
80	KLA-TENCOR	289194		289280	
50	LIFE TECHNOLOGIES	163928		261100	
10	MASTERCARD CL A	256403		255980	
45	McKESSON	256309		281250	
80	MERCK	302288		292320	
155	MYLAN	284479		285665	
35	NAT. OILWELL VARCO	130534		154315	
90	NETAPP	300123		309240	
45	OCCIDENTAL PETE	300255		366075	
65	ONEOK NEW	267787		289705	
65	PALL CORP.	197887		235300	
40	PARKER-HANNIFIN	187286		215520	
45	SALESFORCE COM	278647		331965	
245	SARA LEE	297180		298410	
85	SBA COMM	300679		290360	

CHARLES B. RICHARDSON FAMILY FOUNDATION

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FORM 990 PF – PAGE 2 LINE 10b

CAPITAL MGMT. ASSOC. ACCT. (CONT'D)

# SHS	COMPANY	BOOK VALUE	TOTAL BOOK VALUE EA. ACCT.	FAIR MKT. VALUE 12/31/09	FAIR MKT. VALUE EA. ACCT.
170	SEAGATE TECH	299686		309230	
55	SOUTHERN COPPER	134126		181005	
190	STARBUCKS	376863		438140	
80	STARWOOD HOTELS & RESORTS	280672		292560	
185	TECO ENERGY	303147		300070	
65	TIFFANY & CO New	269026		279500	
195	VIRGIN MEDIA	287425	12241310	328185	13683747

RECAP

	BOOK VALUE	FMV 12/31/09
RECAP OF EQUITIES – BOOK VALUE & FMV		
SELF MANAGED ACCT.	20669264	24166630
TCW INVESTMENT MGMT. ACCT	17759291	17214406
CAPITAL MGMT. ACCT.	12241310	13683747
TOTALS LINE 10b	50669865	55064783

CHARLES B. RICHARDSON FAMILY FOUNDATION

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FORM 990 PF – PAGE 3 – PART IV

Schedule 1 -ST

(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page D-6)	(e) Cost or other basis (see page D-6)	(f) Gain or (loss) Subtract (e) from (d)	
70 SHS ALCOA	4/11/08	1/26/09	645.05	2,231.31	(1,586.26)	STCL
2 SHS AMERIPRISE FINANCIAL	7/24/09	9/10/09	61.75	48.62	13.13	STCG
15 SHS ANADARKO PETROLEUM	10/27/08	9/28/09	781.16	456.06	325.10	STCG
6 SHS BAKER HUGHES	1/29/09	9/10/09	225.76	205.92	19.84	STCG
10 SHS BRISTOL MYERS SQUIBB	7/11/08	6/10/09	192.70	212.26	(19.56)	STCL
14 SHS CA INC.	4/16/09	9/10/09	286.33	243.60	42.73	STCG
7 SHS CVS CAREMARK	10/10/08	9/10/09	230.89	193.27	37.62	STCG
1 SH DEVON ENERG NEW	6/3/09	9/10/09	65.45	62.58	2.87	STCG
17 SHS H&R BLOCK	5/15/09	11/23/09	322.65	238.81	83.84	STCG
15 SHS INTEL	9/12/08	9/10/09	268.49	300.88	(32.39)	STCL
78 SHS INVESCO	10/10/08	7/28/09	1,449.29	970.86	478.43	STCG
102 SHS KLA-TENCOR	11/18/08	9/8/09	3,122.52	1,944.29	1,178.23	STCG
68 SHS LAUDER ESTEE	12/3/08	11/2/09	2,787.34	1,866.41	920.93	STCG
59 SHS LAZARD LTD	12/12/08	2/29/09	2,161.17	1,568.54	592.63	STCG
98 SHS LENNAR CL A	10/15/08	9/16/09	1,241.37	819.29	422.08	STCG
31 SHS LSI	12/22/08	7/13/09	140.43	106.42	34.01	STCG
3 SHS MARATHON OIL	12/19/08	6/10/09	97.13	78.19	18.94	STCG
4 SHS SONY NEW	7/14/08	5/21/09	103.28	161.27	(57.99)	STCL
0.0001 SH TIME WANER CABLE	4/15/09	4/15/09	0.00	0.00	00.00	—
.3333 SH TIME WARNER NEW	4/2/09	4/2/09	6.15	.01	6.14	STCG
11 SHS US STEEL NEW	11/4/08	9/10/09	451.84	396.28	55.56	STCG
15 SHS VALERO ENERG NEW	6/19/08	6/10/09	330.47	649.75	(319.28)	STCL
13 SHS WESTERN DIGITAL	3/4/09	3/19/09	231.37	193.53	37.84	STCG
TOTAL SHORT TERM			15,202.59	12,948.15	2,254.44	

CHARLES B. RICHARDSON FAMILY FOUNDATION

54-1931421

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FORM 990 PF – PAGE 3 – PART IV

Schedule 2 - LT

(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page O-6)	(e) Cost or other basis (see page D-6)	(f) Gain or (loss) Subtract (e) from (d)	
14 SHS ALCOA	1/8/08	1/20/09	139.65	432.71	(293.06)	LTCL
52 SHS AMERN	11/8/07	3/19/09	1,145.33	2,784.05	(1,638.72)	LTCL
20 SHS AMERICAN ELECT. PWR	3/21/06	9/23/09	565.01	701.60	(136.59)	LTCL
15 SHS AMERICAN EXPRESS	3/21/06	9/10/09	451.14	806.25	(355.11)	LTCL
11.0001 SHS AOL	6/14/05	12/11/09	268.17	337.58	(69.41)	LTCL
.5454 SHS CASH IN LIEU AOL	6/14/05	12/9/09	12.65	16.73	(4.08)	LTCL
18 SHS AT&T	3/21/06	9/10/09	453.44	480.78	(27.34)	LTCL
28 SHS BOSTON SCIENTIFIC	3/21/06	9/10/09	288.30	661.36	(373.06)	LTCL
11 SHS BRISTOL MYERS SQUIBB	7/11/08	12/14/09	266.87	233.47	33.40	LTCG
29 SHS CHEVRON	4/4/05	11/25/09	2,105.67	1,625.45	480.22	LTCG
25 SHS COMCAST NEW CL A	3/21/06	9/10/09	383.24	452.38	(69.14)	LTCL
105 SHS CONOCO PHILLIPS	10/24/05	6/24/09	4,588.46	6,650.28	(2,061.82)	LTCL
30 SHS DEAN FOODS	1/9/08	9/10/09	567.40	748.08	(180.68)	LTCL
35 SHS DELL	12/26/07	9/10/09	511.14	864.50	(353.36)	LTCL
74 SHS FLEXTRONICS INTL	3/21/06	11/13/09	428.46	843.87	(415.41)	LTCL
56 SHS GAP	6/25/07	12/21/09	1,029.79	1,064.36	(34.57)	LTCL
65 SHS GE	4/30/07	9/10/09	854.32	2,403.27	(1,548.95)	LTCL
26 SHS HEWLETT-PACKARD	3/21/06	5/21/09	1,016.94	938.82	78.12	LTCG
14 SHS HOLOGIC	4/25/08	9/10/09	207.33	406.87	(199.54)	LTCL
13 SHS HOME DEPOT	3/13/08	9/10/09	335.15	339.28	(4.13)	LTCL
10 SHS HONEYWELL INTL	9/18/02	9/10/09	372.78	237.00	135.78	LTCG
8 SHS IBM	3/21/06	9/10/09	913.74	678.56	235.18	LTCG
198 SHS INTERPUBLIC GROUP	10/27/06	10/29/09	1,232.50	2,321.43	(1,088.93)	LTCL
12 SHS JPMORGAN CHASE	3/21/06	9/10/09	473.50	495.24	(21.74)	LTCL
			CONT'D	CONT'D	CONT'D	

CHARLES B. RICHARDSON FAMILY FOUNDATION

54-1931421

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FORM 990 PF – PAGE 3 – PART IV

Schedule 2-LT

(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page D-6)	(e) Cost or other basis (see page D-6)	(f) Gain or (loss) Subtract (e) from (d)	
15 SHS KIMBERLY CLARK	3/21/06	12/4/09	857.03	888.75	(31.72)	LTCL
38 SHS KRAFT FOODS	3/21/06	9/10/09	980.59	1,162.42	(181.83)	LTCL
675 SHS LSI	6/5/07	7/13/09	3,101.48	4,713.45	(1,611.97)	LTCL
44 SHS MATTEL	3/21/06	10/19/09	739.17	766.48	(27.31)	LTCL
42 SHS MEADWEST-VACO	3/21/06	10/9/09	868.43	1,163.82	(295.39)	LTCL
63 SHS MOTOROLA	10/1/07	9/10/09	475.94	1,178.10	(702.16)	LTCL
32 SHS PFIZER	7/25/06	9/10/09	478.28	807.59	(329.31)	LTCL
80 SHS QUEST COMM INTL	3/21/06	9/10/09	306.12	540.00	(233.88)	LTCL
51 SHS SARA LEE	3/31/08	12/14/09	512.23	710.19	(197.96)	LTCL
92 SHS SONY	3/21/06	5/21/09	2,088.99	4,330.44	(2,241.45)	LTCL
56 SHS TENET HLTH CARE	3/21/06	12/21/09	1,727.80	4,037.62	(2,309.82)	LTCL
37.7353 SHS TIME WARNER CABLE	12/9/03	4/15/09	1,070.64	1,998.21	(927.57)	LTCL
23 SHS TIME WARNER NEW	12/9/03	9/10/09	617.69	865.63	(247.94)	LTCL
12 SHS TRAVELERS	3/21/06	9/10/09	542.02	503.16	38.86	LTCG
8 SHS TYCO Elect.	10/10/06	6/10/09	157.51	261.71	(104.20)	LTCL
5 SHS TYCO ELECT. SWITZ. SHS	11/2/06	9/10/09	119.39	170.40	(51.01)	LTCL
6 SHS TYCO INTL	10/10/06	6/10/09	163.25	262.03	(98.78)	LTCL
3 SHS VALERO ENERGY	6/24/08	9/10/09	56.06	129.45	(73.39)	LTCL
9 SHS WASTE MGMT DEL	3/28/06	9/10/09	257.14	306.09	(48.95)	LTCL
56 SHS WATSON PHARMACEUTICALS	3/21/06	9/10/09	1,731.34	1,634.08	97.26	LTCG
TOTAL LONG TERM			35,462.08	52,953.54	(17,491.46)	

CHARLES B. RICHARDSON FAMILY FOUNDATION

54-1931421

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FORM 990 PF – PAGE 3 – PART IV

Schedule 3 - ST

(a) Description of property (Example. 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page D-6)	(e) Cost or other basis (see page D-6)	(f) Gain or (loss) Subtract (e) from (d)	
8 SHORT	TERM					
50 SHS ABBOTT LABS	10/1/08	4/30/09	2,086.52	2,779.39	(692.87)	STCL
80 SHS ACCENTURE	8/13/08	4/14/09	2,191.22	2,979.77	(788.55)	STCL
40 SHS AFFILIATED CPTR SVCS	3/5/09	6/15/09	1,829.01	1,803.12	25.89	STCG
5 SHS AGILENT TECH	8/31/09	9/9/09	134.79	128.04	6.75	STCG
25 SHS ALCON	9/10/09	10/15/09	3,652.78	3,361.04	291.74	STCG
25 SHS AMAZON COM	3/24/09	9/2/09	1,951.41	1,823.48	127.93	STCG
5 SHS AMERICAN EXPRESS	9/2/09	9/9/09	169.74	162.44	7.30	STCG
30 SHS AMGEN	8/13/08	5/20/09	1,521.09	1,920.79	(399.70)	STCL
40 SHS AMPHENOL NEW	4/28/09	8/31/09	1,394.04	1,294.37	99.67	STCG
30 SHS APOLLO GROUP	12/24/08	5/5/09	1,772.05	2,442.53	(670.48)	STCL
105 SHS AVNET	8/31/09	10/8/09	2,696.09	2,783.22	(87.13)	STCL
145 SHS BANCO SANT. CENT HISP ADR	8/18/09	12/21/09	2,357.43	2,029.79	327.64	STCG
15 SHS BARD CR	10/28/08	4/30/09	1,074.53	1,217.55	(143.02)	STCL
35 SHS BARRICK GOLD	2/3/09	9/2/09	1,309.45	1,256.40	53.05	STCG
50 SHS BAXTER INTL	8/6/08	4/14/09	2,468.52	3,272.95	(804.43)	STCL
15 SHS BLACKROCK	2/29/08	1/26/09	1,681.28	3247.80	(1,566.52)	STCL
40 SHS BMC SOFTWARE	2/24/09	8/13/09	1,390.17	1,142.72	247.45	STCG
245 SHS BOSTON SCIENTIFIC	8/31/09	10/8/09	2,532.77	2,839.55	(306.78)	STCL
115 SHS BROADCOM	3/23/09	5/13/09	2,391.94	2,416.92	(24.98)	STCL
25 SHS CH ROBINSON WORLDWIDE	12/10/08	9/23/09	1,469.30	1,281.17	188.13	STCG
60 SHS CERNER	12/24/08	9/10/09	3,952.27	2,463.54	1,488.73	STCG
45 SHS CHURCH & DWIGHT	9/18/08	6/15/09	2,277.98	2,733.59	(455.61)	STCL
			↓	↓	↓	
			CONT.	CONT.	CONT	

CHARLES B. RICHARDSON FAMILY FOUNDATION

54-1931421

FORM 990 PF – PAGE 3 – PART IV

Schedule 3 - ST

(a) Description of property (Example, 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page D-6)	(e) Cost or other basis (see page D-6)	(f) Gain or (loss) Subtract (e) from (d)	
80 SHS CIGNA	9/23/09	10/15/09	2,330.84	2,457.82	(126.98)	STCL
120 SHS CISCO SYSTEMS	4/2/09	12/21/09	2,823.09	2,246.78	576.31	STCG
20 SHS COLGATE PALMOLIVE	10/1/08	4/6/09	1,212.90	1,507.79	(294.89)	STCL
165 SHS CORNING	4/30/09	8/31/09	2,489.98	2,471.29	18.69	STCG
55 SHS COSTCO WHSL	2/13/08	2/3/09	2,516.46	3,643.61	(1,127.15)	STCL
5 SHS CSX	9/2/09	9/9/09	235.49	210.52	24.97	STCG
45 SHS CUMMINS	8/6/09	11/23/09	2,134.56	2,057.13	77.43	STCG
80 SHS DIRECT TV GR	3/24/09	6/15/09	1,785.65	1,833.90	(48.25)	STCL
30 SHS DOLLAR TREE STORES	4/2/09	8/31/09	1,498.80	1,345.73	153.07	STCG
10 SHS EMC	4/14/09	9/9/09	165.89	128.90	36.99	STCG
30 SHS EXXON MOBIL	12/9/08	7/31/09	2,091.32	2,395.30	(303.98)	STCL
30 SHS FASTENAL	9/18/08	6/15/09	1,000.61	1,603.92	(603.31)	STCL
15 SHS FLOWSERVE	6/2/09	12/21/09	1,472.27	1,179.40	292.87	STCG
30 SHS FRANKLIN RES.	8/31/09	12/21/09	3,182.67	2,796.56	386.11	STCG
45 SHS GENETECH	10/22/08	3/26/09	4,275.00	3,662.59	612.41	STCG
70 SHS GENERAL MILLS	8/6/08	3/26/09	3,763.39	4,682.59	(919.20)	STCL
25 SHS GILEAD SCIENCES	2/29/08	1/8/09	1,202.95	1,175.75	27.20	STCG
20 SHS GOLDMAN SACKS	2/24/09	11/25/09	3,413.90	2,006.93	1,406.97	STCG
30 SHS GRAINGER WW	1/7/09	9/23/09	2,698.78	2,393.57	305.21	STCG
100 SHS HANSEN NATURAL	3/26/09	9/2/09	3,199.91	3,723.81	(523.90)	STCL
25 SHS HESS	2/24/09	4/28/09	1,356.81	1,254.85	101.96	STCG
5 SHS HEWITT ASSOC.	8/31/09	9/9/09	175.99	181.00	(5.01)	STCL
175 SHS HOLOGIC	8/31/09	11/23/09	2,555.67	2,874.77	(319.10)	STCL
			CONT.	CONT.	CONT	

CHARLES B. RICHARDSON FAMILY FOUNDATION

54-1931421

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FORM 990 PF – PAGE 3 – PART IV

Schedule 3-ST

(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page D-6)	(e) Cost or other basis (see page D-6)	(f) Gain or (loss) Subtract (e) from (d)	
75 SHS HONEYWELL INTL.	9/2/09	10/15/09	2,805.71	2,703.69	102.02	STCG
365 SHS ISHARES US FINCL SECT	2/9/09	2/24/09	10,266.51	13,346.39	(3,079.88)	STCL
70 SHS ISHARES US TECH SECT	2/9/09	2/24/09	2,285.69	2,620.14	(334.45)	STCL
355 SHS ISHARES 1000 GROWTH INDEX	10/13/08	1/8/09	13,237.87	14,598.90	(1,361.03)	STCL
215 SHS ISHARES US BASIC MATERIALS	2/9/09	2/24/09	6,567.21	8,079.36	(1,512.15)	STCL
25 SHS JACOBS ENGINEERING	12/15/08	6/15/09	1,068.97	1,144.89	(75.92)	STCL
50 SHS JUNIPER NETWORKS	7/15/09	8/31/09	1,150.06	1,217.89	(67.83)	STCL
20 SHS L-3 COMMUNICATIONS	8/13/08	6/15/09	1,446.72	2,105.60	(658.88)	STCL
100 SHS LEGG MASON	9/2/09	12/10/09	2,736.77	2,700.85	35.92	STCG
5 SHS LIFE TECHNOLOGIES	3/26/09	9/9/09	232.24	163.93	68.31	STCG
45 SHS MANPOWER WISCONSIN	10/20/09	11/23/09	2,283.22	2,777.72	(494.50)	STCL
10 SHS MASTERCARD	2/29/08	1/26/09	1,253.53	2,095.85	(842.32)	STCL
115 SHS McCORMICK	8/6/08	3/26/09	3,392.97	4,698.11	(1,305.14)	STCL
75 SHS McAFEE	3/23/09	8/31/09	2,977.79	2,395.72	582.07	STCG
85 SHS McDERMOTT	9/23/09	11/23/09	1,865.28	2,262.34	(397.06)	STCL
55 SHS McDONALDS	8/13/08	7/31/09	3,047.58	3,364.43	(316.85)	STCL
5 SHS McKESSON	8/31/09	9/9/09	286.64	284.79	1.85	STCG
140 SHS MICROSOFT	4/2/09	10/15/09	3,653.56	2,813.92	839.64	STCG
95 SHS MORGAN STANLEY	2/24/09	8/31/09	2,736.07	2,256.47	479.60	STCG
50 SHS MURPHY OIL	3/19/09	10/8/09	3,054.68	2,506.33	548.35	STCG
45 SHS NASDAQ OMX GR	10/22/08	1/26/09	1,001.34	1,440.20	(438.86)	STCL
80 SHS NIPPON TELEG, TELEP CORP ADR	12/16/08	3/13/09	1,433.47	2,040.60	(607.13)	STCL
30 SHS NUCOR	5/27/09	9/10/09	1,403.43	1,294.17	109.26	STCG
			CONT.	CONT.	CONT.	

CHARLES B. RICHARDSON FAMILY FOUNDATION

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FORM 990 PF – PAGE 3 – PART IV

Schedule 3-ST

(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page D-6)	(e) Cost or other basis (see page D-6)	(f) Gain or (loss) Subtract (e) from (d)	
45 SHS NYSE EURONEXT	10/22/08	1/20/09	946.42	1,353.85	(407.43)	STCG
5 SHS OCCIDENTAL PETE	10/1/08	9/9/09	377.99	332.10	45.89	STCG
60 SHS OMNICOM GR.	5/5/09	10/15/09	2,279.64	1,943.16	336.48	STCG
5 SHS PALL	8/6/09	9/9/09	156.34	152.23	4.11	STCG
25 SHS PEPSICO	10/1/08	5/5/09	1,234.02	1,783.75	(549.73)	STCL
105 SHS PFIZER	5/16/08	2/24/09	1,410.26	2,101.04	(690.78)	STCL
40 SHS PHILIP MORRIS INTL	1/15/08	1/7/09	1,702.09	2,089.94	(387.85)	STCL
30 SHS POTASH SASKATCHEWAN	2/24/09	6/17/09	3,206.47	2,412.57	793.90	STCG
20 SHS PRAXAIR	4/2/09	12/21/09	1,606.23	1,389.93	216.30	STCG
50 SHS PROCTOR & GAMBLE	9/11/08	3/10/09	2,233.04	3,601.00	(1,367.96)	STCL
20 SHS PUBLIC STOR. REIT	5/5/08	1/15/09	1,243.85	1,869.08	(625.23)	STCL
60 SHS QUALCOMM	3/13/09	9/23/09	2,683.93	2,288.08	395.85	STCG
65 SHS QUALITY SYSTEMS	12/29/08	5/29/09	3,286.10	2,662.95	623.15	STCG
15 SHS RESEARCH IN MOTION	6/2/09	9/2/09	1,111.97	1,230.75	(118.78)	STCL
255 SHS SARA LEE	8/4/09	9/10/09	2,452.56	2,742.10	(289.54)	STCL
65 SHS SCHERING PLOUGH	2/24/09	6/2/09	1,593.11	1,165.81	427.30	STCG
30 SHS SIGMA ALDRICH	8/6/08	2/3/09	1,090.94	1,847.85	(756.91)	STCL
55 SHS SOUTHERN COPPER	6/1/09	12/21/09	1,776.49	1,341.28	435.21	STCG
85 SHS SWESTERN ENERGY	12/15/08	8/20/09	3,390.83	2,615.94	774.89	STCG
30 SHS ST. JUDE MEDICAL	2/24/09	8/31/09	1,154.42	1,091.58	62.84	STCG
100 SHS STARENT NETWORKS	4/30/09	9/2/09	2,096.31	1,924.45	171.86	STCG
45 SHS STATE ST. CORP.	1/29/08	1/20/09	808.64	3682.98	(2,874.34)	STCL
60 SHS SUNOCO	12/16/08	3/4/09	1,837.08	2,393.69	(556.61)	STCL
			CONT	CONT.	CONT.	

CHARLES B. RICHARDSON FAMILY FOUNDATION

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FORM 990 PF – PAGE 3 – PART IV

Schedule 3 - ST

(a) Description of property (Example. 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page D-6)	(e) Cost or other basis (see page D-6)	(f) Gain or (loss) Subtract (e) from (d)	
120 SHS SUNTRUST BANKS	8/31/09	12/21/09	2,520.23	2,794.73	(274.50)	STCL
190 SHS SYMANTEC	8/6/08	5/13/09	2,848.02	3,331.75	(483.73)	STCL
405 SHS TELLABS	10/20/09	11/23/09	2,300.34	2,782.35	(482.01)	STCL
125 SHS TEXAS INSTRUMENTS	6/15/09	10/8/09	2,852.93	2,629.98	222.95	STCG
60 SHS THERMO FISHER SCIEN	8/4/09	10/8/09	2,762.68	2,727.24	35.44	STCG
100 SHS THORATEC CORP	5/20/09	8/31/09	2625.96	2,730.51	(104.55)	STCL
40 SHS UNION PACIFIC	2/29/08	1/15/09	1,623.42	2,826.19	(1,202.77)	STCL
70 SHS UNITED TECHNOLOGIES	8/7/08	8/6/09	3,799.91	4007.97	(208.06)	STCL
115 SHS URBAN OUTFITTERS	2/29/08	1/7/09	1,648.02	3,718.48	(2,070.46)	STCL
20 SHS VALMONT IND	5/27/09	11/23/09	1,539.34	1,357.16	182.18	STCG
65 SHS VARIAN MEDICAL SYS	8/31/09	10/15/09	2,664.77	2,795.79	(131.02)	STCL
20 SHS VISA	4/14/09	10/8/09	1,439.00	1,199.75	239.25	STCG
60 SHS WMS INDS DEL	5/19/09	12/10/09	2,346.23	1,943.63	402.60	STCG
130 SHS XILINX	3/19/09	11/23/09	2,931.67	2,613.75	317.92	STCG
180 SHS YAHOO	3/23/09	8/13/09	2,643.58	2,482.20	161.38	STCG
TOTAL SHORT TERM			236,299.45	256084.56	(19,785.11)	

CHARLES B. RICHARDSON FAMILY FOUNDATION

54-1931421

FORM 990 PF – PAGE 3 – PART IV

SCHEDULE 4-LT

(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page D-6)	(e) Cost or other basis (see page D-6)	(f) Gain or (loss) Subtract (e) from (d)	
8 LONG TERM						
710 SHS BK of AMER	10/26/99	1/29/09	4,858.40	20,701.10	(15,842.70)	LTCL
100 SHS GENETECH	5/13/03	3/26/09	9,500.00	1,951.64	7,548.36	LTCG
50 SHS EXELON	5/8/07	3/4/09	2,252.46	3,923.35	(1,670.89)	LTCL
25 SHS EXPRESS SCRIPTS	2/29/08	6/11/09	1,554.12	1,528.50	25.62	LTCG
80 SHS GILEAD SCIENCES	11/5/07	5/20/09	3,552.47	3,761.04	(208.57)	LTCL
5 SHS GOOGLE	7/17/08	9/9/09	2,315.49	2,659.54	(344.05)	LTCL
45 SHS HEWLETT PACKARD	8/27/07	9/9/09	1,374.70	2,200.55	(825.85)	LTCL
50 SHS IBM	12/20/06	12/21/09	5,593.24	5,541.57	51.67	LTCG
75 SHS JUNIPER NETWORKS	8/13/08	8/31/09	1,725.09	1,959.75	(234.66)	LTCL
50 SHS MICROSOFT	10/7/08	10/15/09	1,312.62	1,208.97	103.65	LTCG
30 SHS NIKE	12/13/08	7/31/09	1,694.10	1,845.79	(151.69)	LTCL
30 SHS PEPSICO	1/22/08	5/5/09	1,480.81	2,102.70	(621.89)	LTCL
40 SHS PHARMACEU PROD. DEV	1/22/08	4/2/09	958.15	1,851.56	(893.41)	LTCL
15 SHS PHILIP MORRIS INTL	12/20/07	1/7/09	638.28	804.28	(166.00)	LTCL
20 SHS PRAXAIR	2/29/08	6/2/09	1,535.24	1,629.39	(94.15)	LTCL
45 SHS TEVA (ADR) PHARMACEU	5/5/08	9/23/09	2,289.60	2,113.65	175.95	LTCG
115 SHS TJX COS NEW	2/13/08	12/21/09	4,272.56	3,750.75	521.81	LTCG
90 SHS YUM BRANDS	5/8/07	9/2/09	3,010.50	3,079.74	(69.24)	LTCL
10 SHS APPLE	7/24/07	7/15/09	1,450.21	1,398.64	51.57	LTCG
5 SHS BLACKROCK	1/3/08	1/26/09	560.42	1,106.50	(546.08)	LTCL
55 SHS BMC SOFTWARE	8/6/08	8/13/09	1,911.47	1,852.95	58.52	LTCG
65 SHS CISCO SYSTEMS	10/7/08	12/21/09	1,308.50	1,115.92	192.58	LTCG
25 SHS COLGATE PALMOLIVE	1/22/08	4/2/09	1,527.55	1,887.32	(359.77)	LTCL
			56675.98	69975.20	(13299.22)	