



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2010

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements. *1017*

For calendar year 2010, 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

Name of foundation

DENTON FAMILY CHARITABLE FOUNDATION

A Employer identification number

54-1349360

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

Room/suite

PO BOX 632

B Telephone number

540-234-0602

City or town, state, and ZIP code

HARRISONBURG, VA 22803

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 foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ► Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationF If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)

J Accounting method: Cash Accrual Other (specify) MODIFIED CASH

► \$ 1,267,930. (Part I, column (d) must be on cash basis)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
	3				
	4 Dividends and interest from securities	40,229.	40,229.		STATEMENT 1
Revenue	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-14,906.			
	b Gross sales price for all assets on line 6a	62,017.			
	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	40,404.	421.	39,983.	STATEMENT 2
	12 Total Add lines 1 through 11	65,727.	40,650.	39,983.	
Operati	13 Compensation of officers, directors, trustees, etc	37,000.	0.	0.	37,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	14,584.	0.	0.	14,584.
	16a Legal fees	STMT 3	340.	0.	340.
	b Accounting fees	STMT 4	3,004.	1,000.	2,004.
	c Other professional fees				
	17 Interest				
	18 Taxes	STMT 5	2,831.	0.	2,831.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 6	17,382.	0.	1,037.
	24 Total operating and administrative expenses. Add lines 13 through 23		75,141.	1,000.	16,345.
	25 Contributions, gifts, grants paid		41,819.		57,796.
	26 Total expenses and disbursements Add lines 24 and 25		116,960.	1,000.	41,819.
	27 Subtract line 26 from line 12:		-51,233.		99,615.
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		39,650.		
	c Adjusted net income (if negative, enter -0-)			23,638.	

U/6/12

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing		39,071.	7,704.	7,704.
	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 ►				
Assets	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	STMT 9	0.	133,295.	133,295.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 10	1,182,224.	1,126,931.	1,126,931.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		1,221,295.	1,267,930.	1,267,930.
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		1,221,295.	1,267,930.	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances		1,221,295.	1,267,930.	
	31 Total liabilities and net assets/fund balances		1,221,295.	1,267,930.	

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	1,221,295.
2 Enter amount from Part I, line 27a	2	-51,233.
3 Other increases not included in line 2 (itemize) ►	3	143,345.
4 Add lines 1, 2, and 3	4	1,313,407.
5 Decreases not included in line 2 (itemize) ►	5	45,477.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,267,930.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENT				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	62,017.	76,923.	-14,906.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
a					
b					
c					
d					
e			-14,906.		
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	-14,906.	
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))
2009	73,838.	1,223,484.	.060351
2008	78,844.	1,231,702.	.064012
2007	73,059.	1,402,701.	.052085
2006	75,574.	1,159,398.	.065184
2005			

2 Total of line 1, column (d)

2 .241632

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 .060408

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5

4 1,199,349.

5 Multiply line 4 by line 3

5 72,450.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 397.

7 Add lines 5 and 6

7 72,847.

8 Enter qualifying distributions from Part XII, line 4

8 99,615.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b 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-) 3 Add lines 1 and 2 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0- 6 Credits/Payments: a 2010 estimated tax payments and 2009 overpayment credited to 2010 b Exempt foreign organizations - tax withheld at source c Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withheld 7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached 9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed 10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ► Refunded ►	1	397.
		2	0.
		3	397.
		4	0.
		5	397.
		6a	
		6b	
		6c	
		6d	
		7	0.
	8		
	9	397.	
	10		
	11		

Part VII-A | Statements Regarding Activities

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 <input type="checkbox"/> X 1b <input type="checkbox"/> 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 1c <input type="checkbox"/> X 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 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 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year? 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► VA b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation 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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	Yes	No
		1a	<input type="checkbox"/> X
		1b	<input type="checkbox"/> X
		2	<input type="checkbox"/> X
		3	<input type="checkbox"/> X
		4a	<input type="checkbox"/> X
		4b	
		5	<input type="checkbox"/> X
		6	<input type="checkbox"/> X
		7	<input type="checkbox"/> X
	8b	<input type="checkbox"/> X	
	9	<input type="checkbox"/> X	
	10	<input type="checkbox"/> X	

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
14 The books are in care of ► <u>PBGH, LLP</u> Located at ► <u>29 CULPEPER ST, WARRENTON, VA</u>		Telephone no. ► <u>540-347-4970</u> ZIP+4 ► <u>20186</u>
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		► <u>15</u> ► <u>N/A</u>
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		► <u>16</u> Yes No X X

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► <u> </u>	
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ► <u> </u> , <u> </u> , <u> </u> , <u> </u> , <u> </u>		
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <u> </u> , <u> </u> , <u> </u> , <u> </u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2010 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 2010)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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 2010?	4a	X
	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)? Yes No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A



5b

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 No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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 11		37,000.	14,584.	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

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		
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	1,194,225.
b Average of monthly cash balances	1b	23,388.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	1,217,613.
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	1,217,613.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18,264.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,199,349.
6 Minimum investment return Enter 5% of line 5	6	59,967.

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	59,967.
2a Tax on investment income for 2010 from Part VI, line 5	2a	397.
b Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	397.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	59,570.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	59,570.
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	59,570.

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	99,615.
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	99,615.
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	397.
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	99,218.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				59,570.
2 Undistributed income, if any, as of the end of 2010			0.	
a Enter amount for 2009 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	35,032.			
b From 2006	19,512.			
c From 2007	4,941.			
d From 2008	18,209.			
e From 2009	21,309.			
f Total of lines 3a through e	99,003.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 99,615.			0.	
a Applied to 2009, but not more than line 2a				
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 2010 distributable amount				59,570.
e Remaining amount distributed out of corpus	40,045.			
5 Excess distributions carryover applied to 2010 (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:	139,048.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	35,032.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	104,016.			
10 Analysis of line 9:				
a Excess from 2006	19,512.			
b Excess from 2007	4,941.			
c Excess from 2008	18,209.			
d Excess from 2009	21,309.			
e Excess from 2010	40,045.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 12				
Total			► 3a	41,819.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

1 Program service revenue:

a _____
 b _____
 c _____
 d _____
 e _____
 f _____

g Fees and contracts from government agencies

2 Membership dues and assessments**3 Interest on savings and temporary cash investments****4 Dividends and interest from securities****5 Net rental income or (loss) from real estate:**

a Debt-financed property
 b Not debt-financed property

6 Net rental income or (loss) from personal property**7 Other investment income****8 Gain or (loss) from sales of assets other than inventory****9 Net income or (loss) from special events****10 Gross profit or (loss) from sales of inventory****11 Other revenue:**a **OTHER INCOME**

b _____
 c _____
 d _____
 e _____

12 Subtotal. Add columns (b), (d), and (e)**13 Total. Add line 12, columns (b), (d), and (e)**

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

	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) Amount		
1 Program service revenue:				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				
5 Net rental income or (loss) from real estate:				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory				
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue:				
a OTHER INCOME				
b				
c				
d				
e				
12 Subtotal. Add columns (b), (d), and (e)		0.	65,727.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13	65,727.

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).
1	
2	
3	
4	
5	
6	
7	
8	
9	
10	
11	
12	
13	
14	
15	
16	
17	
18	
19	
20	
21	
22	
23	
24	
25	
26	
27	
28	
29	
30	
31	
32	
33	
34	
35	
36	
37	
38	
39	
40	
41	
42	
43	
44	
45	
46	
47	
48	
49	
50	
51	
52	
53	
54	
55	
56	
57	
58	
59	
60	
61	
62	
63	
64	
65	
66	
67	
68	
69	
70	
71	
72	
73	
74	
75	
76	
77	
78	
79	
80	
81	
82	
83	
84	
85	
86	
87	
88	
89	
90	
91	
92	
93	
94	
95	
96	
97	
98	
99	
100	
101	
102	
103	
104	
105	
106	
107	
108	
109	
110	
111	
112	
113	
114	
115	
116	
117	
118	
119	
120	
121	
122	
123	
124	
125	
126	
127	
128	
129	
130	
131	
132	
133	
134	
135	
136	
137	
138	
139	
140	
141	
142	
143	
144	
145	
146	
147	
148	
149	
150	
151	
152	
153	
154	
155	
156	
157	
158	
159	
160	
161	
162	
163	
164	
165	
166	
167	
168	
169	
170	
171	
172	
173	
174	
175	
176	
177	
178	
179	
180	
181	
182	
183	
184	
185	
186	
187	
188	
189	
190	
191	
192	
193	
194	
195	
196	
197	
198	
199	
200	
201	
202	
203	
204	
205	
206	
207	
208	
209	
210	
211	
212	
213	
214	
215	
216	
217	
218	
219	
220	
221	
222	
223	
224	
225	
226	
227	
228	
229	
230	
231	
232	
233	
234	
235	
236	
237	
238	
239	
240	
241	
242	
243	
244	
245	
246	
247	
248	
249	
250	
251	
252	
253	
254	
255	
256	
257	
258	
259	
260	
261	
262	
263	
264	
265	
266	
267	
268	
269	
270	
271	
272	
273	
274	
275	
276	
277	
278	
279	
280	
281	
282	
283	
284	
285	
286	
287	
288	
289	
290	
291	
292	
293	
294	
295	
296	
297	
298	
299	
300	
301	
302	
303	
304	
305	
306	
307	
308	
309	
310	
311	
312	
313	
314	
315	
316	
317	
318	
319	
320	
321	
322	
323	
324	
325	
326	
327	
328	
329	
330	
331	
332	
333	
334	
335	
336	
337	
338	
339	
340	
341	
342	
343	
344	
345	
346	
347	
348	
349	
350	
351	
352	
353	
354	
355	
356	
357	
358	
359	
360	
361	
362	
363	
364	
365	
366	
367	
368	
369	
370	
371	
372	
373	
374	
375	
376	
377	
378	
379	
380	
381	
382	
383	
384	
385	
386	
387	
388	
389	
390	
391	
392	
393	
394	
395	
396	
397	
398	
399	
400	
401	
402	
403	
404	
405	
406	
407	
408	
409	
410	
411	
412	
413	
414	
415	
416	
417	
418	
419	
420	
421	
422	
423	
424	
425	
426	
427	
428	
429	
430	
431	
432	
433	
434	
435	
436	
437	
438	
439	
440	
441	
442	
443	
444	
445	
446	
447	
448	
449	
450	
451	
452	
453	
454	
455	
456	
457	
458	
459	
460	
461	
462	
463	
464	
465	
466	
467	
468	
469	
470	
471	
472	
473	
474	
475	
476	
477	
478	
479	
480	
481	
482	
483	
484	
485	
486	
487	
488	
489	
490	
491	
492	
493	
494	
495	
496	
497	
498	
499	
500	
501	
502	
503	
504	
505	
506	
507	
508	
509	
510	
511	
512	
513	
514	
515	
516	
517	
518	
519	
520	
521	
522	
523	
524	
525	
526	
527	
528	
529	
530	
531	
532	

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.)
a AMCAP FUND INC CL A				09/27/04	05/14/10
b AMERICAN INTL GROUP INC				11/01/06	05/14/10
c BRISTOL MYERS SQUIBB CO				07/28/04	05/14/10
d BRISTOL MYERS SQUIBB CO				06/08/05	05/14/10
e E M C CORP MASS				07/10/01	10/14/10
f FRONTIER COMMUNICATIONS CORP				09/28/00	07/01/10
g GROWTH FUND AMERICA CL A				12/16/03	05/14/10
h NEW PERSPECTIVE FD A				12/22/03	05/14/10
i SHORT-TERM INVTS TR GOVT AGENCY PORT CASH MGMT CL				04/02/08	05/14/10
j WASH MUTL INVTS FD INC CLASS A				01/28/05	05/14/10
k					
l					
m					
n					
o					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,995.		1,984.			11.
b 337.		13,511.			-13,174.
c 9,339.		9,499.			-160.
d 2,335.		2,598.			-263.
e 8,304.		9,338.			-1,034.
f					0.
g 4,995.		4,504.			491.
h 26,995.		26,229.			766.
i 222.		227.			-5.
j 7,495.		9,033.			-1,538.
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(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			
a					11.
b					-13,174.
c					-160.
d					-263.
e					-1,034.
f					0.
g					491.
h					766.
i					-5.
j					-1,538.
k					
l					
m					
n					
o					
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			-14,906.
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

DENTON FAMILY CHARITABLE FOUNDATION

54-1349360

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 1
-------------	----------------------------------------	-------------

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST INCOME	800.	0.	800.
WELLS FARGO SECURITIES	39,429.	0.	39,429.
TOTAL TO FM 990-PF, PART I, LN 4	40,229.	0.	40,229.

FORM 990-PF	OTHER INCOME	STATEMENT 2
-------------	--------------	-------------

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NOTE RECEIVABLE INTEREST INCOME	421.	421.	0.
OTHER INCOME	2,000.	0.	2,000.
GROSS INCOME FROM SPECIAL FUNDRAISING EVENTS	37,983.	0.	37,983.
TOTAL TO FORM 990-PF, PART I, LINE 11	40,404.	421.	39,983.

FORM 990-PF	LEGAL FEES	STATEMENT 3
-------------	------------	-------------

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	340.	0.	0.	340.
TO FM 990-PF, PG 1, LN 16A	340.	0.	0.	340.

DENTON FAMILY CHARITABLE FOUNDATION

54-1349360

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,004.	1,000.	0.	2,004.
TO FORM 990-PF, PG 1, LN 16B	3,004.	1,000.	0.	2,004.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	2,831.	0.	0.	2,831.
TO FORM 990-PF, PG 1, LN 18	2,831.	0.	0.	2,831.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GOLF TOURNAMENT EXPENSES	16,345.	0.	16,345.	0.
BANK FEES	32.	0.	0.	32.
DUES AND SUBSCRIPTIONS	495.	0.	0.	495.
REIMBURSEMENT	485.	0.	0.	485.
REGISTRATION FEE	25.	0.	0.	25.
TO FORM 990-PF, PG 1, LN 23	17,382.	0.	16,345.	1,037.

DENTON FAMILY CHARITABLE FOUNDATION

54-1349360

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
CHANGE IN FAIR MARKET VALUE ADJUSTMENT OF INVESTMENTS FOR 2010	87,121.
TO ADJUST BEGINNING NET ASSETS/FUND BALANCES TO CORRECT AMOUNT AT 1/1/10	10,747.
ADJUSTMENT MADE ON 2011 RETURN TO FIX ERROR.	45,477.
TOTAL TO FORM 990-PF, PART III, LINE 3	143,345.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
DESCRIPTION	AMOUNT		
2011 ERROR ADJUSTMENT NO LONGER NEEDED. 2010 RETURN HAS BEEN CORRECTED.	45,477.		
TOTAL TO FORM 990-PF, PART III, LINE 5	45,477.		

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE STOCK	133,295.	133,295.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	133,295.	133,295.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	FMV	1,126,931.	1,126,931.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,126,931.	1,126,931.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
TERRI L DENTON PO BOX 632 HARRISONBURG, VA 22803	EXECUTIVE DIRECTOR 5.00	37,000.	14,584.	0.
THOMAS WILSON 178 S MASON ST HARRISONBURG, VA 22801	TREASURER 0.00	0.	0.	0.
JAMES MCHONE 57 MAIN STREET HARRISONBURG, VA 22801	DIRECTOR 0.00	0.	0.	0.
BILL NEFF 2856 BUFFALO DR HARRISONBURG, VA 22801	DIRECTOR 0.00	0.	0.	0.
HUNTER WOODARD 57 MAIN STREET HARRISONBURG, VA 22801	DIRECTOR 0.00	0.	0.	0.
TODD RHEA 92 N LIBERTY ST HARRISONBURG, VA 22802	DIRECTOR 0.00	0.	0.	0.
JANET DENTON PO BOX 675880 RANCHO SANTA FE, CA 92067	DIRECTOR 0.00	0.	0.	0.
E WARREN DENTON III PO BOX 65 PENN LAIRD, VA 22846	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		37,000.	14,584.	0.

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
FIRST PRESBYTERIAN CHURCH 17 N. COURT SQUARE HARRISONBURG, VA 22801	CHARITABLE PURPOSE	RELIGIOUS ORGANIZATI	100.
HARRISONBURG HIGH SCHOOL 1001 GARBER'S CHURCH ROAD HARRISONBURG, VA 22801	EDUCATIONAL	PUBLIC SCHOOL	500.
HARRISONBURG RESCUE SQUAD 1700 RESERVOIR STREET HARRISONBURG, VA 22801	CHARITABLE PURPOSE	NON-PROFIT MEDICAL	525.
ARTS COUNCIL OF THE VALLEY 311 SOUTH MAIN STREET HARRISONBURG, VA 22803	CULTURAL ENJOYMENT	OTHER PUBLIC CHARITY	1,500.
HARRISONBURG CHILDREN'S MUSEUM PO BOX 957 HARRISONBURG, VA 22803	EDUCATIONAL	OTHER PUBLIC CHARITY	11,000.
AMERICAN HEIRS 3451 SHEN LAKE DR HARRISONBURG, VA 22801	EDUCATIONAL	OTHER PUBLIC CHARITY	1,075.
HARRISONBURG ROCKINGHAM FREE CLINIC 25 WEST WATER STREET HARRISONBURG, VA 22801	CHARITABLE PURPOSE	NON-PROFIT MEDICAL	18,469.
DOWNTOWN RENAISSANCE FESTIVAL 212 SOUTH MAIN ST HARRISONBURG, VA 22801	DOWNTOWN REVITALIZATION	COMMUNITY ASSOCIATIO	1,500.

DENTON FAMILY CHARITABLE FOUNDATION

54-1349360

CHARITABLE PURPOSE	RELIGIOUS ORGANIZATI	
ASBURY METHODIST CHURCH 205 S. MAIN STREET HARRISONBURG, VA 22801	CHARITABLE PURPOSE	RELIGIOUS ORGANIZATI
BRIDGEWATER COLLEGE 402 EAST COLLEGE STREET BRIDGEWATER, VA 22812	EDUCATIONAL	OTHER PUBLIC CHARITY
FRIENDSHIP INDUSTRIES 801 FRIENDSHIP DR HARRISONBURG, VA 22802	CHARITABLE PURPOSE	PUBLIC CHARITY
HARRISONBURG EDUCATION FUND INC. ONE COURT SQUARE HARRISONBURG, VA 22801	CHARITABLE PURPOSE	PUBLIC CHARITY
HARRISONBURG FIRE CO 101 N MAIN STREET, 3RD FL HARRISONBURG, VA 22801	CHARITABLE PURPOSE	OTHER PUBLIC CHARITY
HARRISONBURG K-9 UNIT 101 N MAIN STREET HARRISONBURG, VA 22802	CHARITABLE PURPOSE	OTHER PUBLIC CHARITY
JAMES MADISON UNIVERSITY 800 SOUTH MAIN STREET HARRISONBURG, VA 22807	EDUCATIONAL	OTHER PUBLIC CHARITY
ROCKINGHAM HOSPITAL CANCER CENTER 2010 HEALTH CAMPUS DR HARRISONBURG, VA 22801	CHARITABLE PURPOSE	NON-PROFIT MEDICAL
SPOTSWOOD GARDEN CLUB C/O PO BOX 632 HARRISONBURG, VA 22803	CHARITABLE PURPOSE	OTHER PUBLIC CHARITY
WEST ROCKINGHAM FOOD PANTRY 4222 MT. CLINTON PIKE HARRISONBURG, VA 22802	CHARITABLE PURPOSE	PUBLIC CHARITY

DENTON FAMILY CHARITABLE FOUNDATION

54-1349360

KRIS OVERSMITH-STOUTAMIRE
C/O PO BOX 632 HARRISONBURG, VA CHARITABLE PURPOSE
22803

N/A

100.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

41,819.

SEE ATTACHED

DENTON FAMILY CHARITABLE FOUNDATION

54-1349360

GENERAL EXPLANATION
FORM AND LINE REFERENCES

STATEMENT 13

DESCRIPTION/RETURN REFERENCE

AMENDED RETURN EXPLANATION

GENERAL EXPLANATION

STATEMENT 14

AN IRS NOTICE DATED OCTOBER 8, 2012 WAS RECEIVED BY THE TAXPAYER REGARDING NON-FILING OF FORM 990-PF FOR 2010. IN THE PROCESS OF RESPONDING TO THE IRS NOTICE, IT WAS DISCOVERED THAT THERE WERE SEVERAL ERRORS IN THE 2010 TAX RETURN PREPARED BY THE FOUNDATIONS PREVIOUS ACCOUNTANT.

AN AMENDED RETURN WAS PREPARED TO CORRECT THE ERRORS FOUND IN THE 2010 TAX RETURN. NUMEROUS ADJUSTMENTS WERE MADE TO THE 2010 TAX RETURN PROVIDED BY THE FOUNDATIONS PREVIOUS ACCOUNTANT.

THE FOUNDATION DIRECTOR AND BOARD MEMBERS BELIEVED THE FORM 990 HAD BEEN FILED ON A TIMELY BASIS FOR THE 2010 TAX YEAR. THEY REQUEST THE INTERNAL REVENUE SERVICE ABATE ANY PENALTIES THAT MAY BE ASSESSED FOR LATE-FILING. THEIR 2011 FORM 990-PF WAS FILED ELECTRONICALLY ON SEPTEMBER 25, 2011.