



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.

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)

PO BOX 632

Room/suite

B Telephone number

540-234-0602

City or town, state, and ZIP code

HARRISONBURG, VA 22803

H Check type of organization: ☐ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) ☐ Cash ☐ Accrual
☒ Other (specify) MODIFIED CASH
\$ 1,267,930. (Part I, column (d) must be on cash basis)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 ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

2 Check ☒ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

40,229.

40,229.

STATEMENT 1

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)

1 Other income

40,404.

421.

39,983.

STATEMENT 2

2 Total Add lines 1 through 11

65,727.

40,650.

39,983.

3 Compensation of officers, directors, trustees, etc

37,000.

0.

0.

37,000.

4 Other employee salaries and wages

5 Pension plans, employee benefits

14,584.

0.

0.

14,584.

6a Legal fees

STMT 3

340.

0.

0.

340.

b Accounting fees

STMT 4

3,004.

1,000.

0.

2,004.

c Other professional fees

7 Interest

3 Taxes

STMT 5

2,831.

0.

0.

2,831.

3 Depreciation and depletion

3 Occupancy

1 Travel, conferences, and meetings

2 Printing and publications

3 Other expenses

STMT 6

17,382.

0.

16,345.

1,037.

24 Total operating and administrative expenses. Add lines 13 through 23

75,141.

1,000.

16,345.

57,796.

25 Contributions, gifts, grants paid

41,819.

41,819.

26 Total expenses and disbursements

Add lines 24 and 25

116,960.

1,000.

16,345.

99,615.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-51,233.

b Net investment income (if negative, enter -0-)

39,650.

c Adjusted net income (if negative, enter -0-)

23,638.

27-2013-150-Postleaf Amended Return

SCANNED MAR 18 2013

5614

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	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 ▶			
	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) ▶ SEE STATEMENT 7	3	143,345.
4 Add lines 1, 2, and 3	4	1,313,407.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	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

(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			
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		1	397.
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	397.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	397.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		397.
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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? Website address ► N/A	13	X	
14	The books are in care of ► PBGH, LLP Telephone no. ► 540-347-4970 Located at ► 29 CULPEPER ST, WARRENTON, VA ZIP+4 ► 20186			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
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 ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	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

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

If "Yes" to 6b, file Form 8870

6b

X

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

Form 990-PF (2010)

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				
a Enter amount for 2009 only			0.	
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.			
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 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				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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.			

N/A

(4) Gross investment income

[illegible]Form **990-PF** (2010)

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 <i>Paid during the year</i>				
SEE STATEMENT 12				
Total			▶ 3a	41,819.
b <i>Approved for future payment</i>				
NONE			▶ 3b	0.
Total			▶ 3b	0.

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		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

EXECUTIVE DIRECTOR

Title

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

JOHN L VINCIE III,
CPA

JOHN L. VINCIE III

11/7/13
01/07/13

**Paid
Preparer
Use Only**

Firm's name ► PBGH, LLP

Firm's EIN ▶

Firm's address ► 29 CULPEPER STREET
WARRENTON, VA 20186

Phone no. (540) 347-4970

Form **990-PF** (2010)

DENTON FAMILY CHARITABLE FOUNDATION

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 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 INVS 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			(l) 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

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.

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.

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 STATEMENT 11
 TRUSTEES AND FOUNDATION MANAGERS

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.

ASBURY METHODIST CHURCH 205 S. MAIN STREET HARRISONBURG, VA 22801	CHARITABLE PURPOSE	RELIGIOUS ORGANIZATI	25.
BRIDGEWATER COLLEGE 402 EAST COLLEGE STREET BRIDGEWATER, VA 22812	EDUCATIONAL	OTHER PUBLIC CHARITY	300.
FRIENDSHIP INDUSTRIES 801 FRIENDSHIP DR HARRISONBURG, VA 22802	CHARITABLE PURPOSE	PUBLIC CHARITY	100.
HARRISONBURG EDUCATION FUND INC. ONE COURT SQUARE HARRISONBURG, VA 22801	CHARITABLE PURPOSE	PUBLIC CHARITY	500.
HARRISONBURG FIRE CO 101 N MAIN STREET, 3RD FL HARRISONBURG, VA 22801	CHARITABLE PURPOSE	OTHER PUBLIC CHARITY	325.
HARRISONBURG K-9 UNIT 101 N MAIN STREET HARRISONBURG, VA 22802	CHARITABLE PURPOSE	OTHER PUBLIC CHARITY	500.
JAMES MADISON UNIVERSITY 800 SOUTH MAIN STREET HARRISONBURG, VA 22807	EDUCATIONAL	OTHER PUBLIC CHARITY	5,000.
ROCKINGHAM HOSPITAL CANCER CENTER 2010 HEALTH CAMPUS DR HARRISONBURG, VA 22801	CHARITABLE PURPOSE	NON-PROFIT MEDICAL	25.
SPOTSWOOD GARDEN CLUB C/O PO BOX 632 HARRISONBURG, VA 22803	CHARITABLE PURPOSE	OTHER PUBLIC CHARITY	75.
WEST ROCKINGHAM FOOD PANTRY 4222 MT. CLINTON PIKE HARRISONBURG , VA 22802	CHARITABLE PURPOSE	PUBLIC CHARITY	200.

DENTON FAMILY CHARITABLE FOUNDATION

54-1349360

KRIS OVERSMITH-STOUTAMIRE

N/A

100.

C/O PO BOX 632 HARRISONBURG, VA CHARITABLE PURPOSE
22803

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.