Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

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
THE WILLIAM G. REYNOLDS, JR. CHARITABLE FOUNDATION

A Employer identification number 54-1900372

Number and street (or P O box number if mail is not delivered to street address) P. O. BOX 70459 Room/suite

B Telephone number 804-267-3603

City or town, state, and ZIP code RICHMOND, VA 23255

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: [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 1,075,863.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	9,472.	9,472.		STATEMENT 1
	4 Dividends and interest from securities	26,733.	26,733.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	12,918.			
	b Gross sales price for all assets on line 6a 380,037.				
	7 Capital gain net income (from Part IV, line 2)		12,918.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	49,123.	49,123.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	4,695.	4,695.	0.	0.
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	14,384.	14,384.	0.	0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	19,079.	19,079.	0.	0.
	25 Contributions, gifts, grants paid	50,000.			50,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	69,079.	19,079.	0.	50,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<19,956.>			
	b **Net investment income** (if negative, enter -0-)		30,044.		
	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)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	171,085.	91,132.	91,632.
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 STMT 5	287,127.	289,902.	292,273.
b Investments - corporate stock STMT 6	514,796.	572,279.	691,193.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other			
14 Land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶ STATEMENT 7)	1,026.	765.	765.
16 **Total assets** (to be completed by all filers)	974,034.	954,078.	1,075,863.
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 ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	974,034.	954,078.	
30 **Total net assets or fund balances**	974,034.	954,078.	
31 **Total liabilities and net assets/fund balances**	974,034.	954,078.	

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	974,034.
2 Enter amount from Part I, line 27a	2	<19,956.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	954,078.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	954,078.

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 STATEMENTS			
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	380,037.		367,119.	12,918.

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				12,918.

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 — 12,918.

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	47,888.	954,128.	.050190
2008	48,000.	1,126,291.	.042618
2007	65,022.	1,312,155.	.049554
2006	59,500.	1,244,250.	.047820
2005	62,500.	1,198,243.	.052160

2	**Total** of line 1, column (d)	2	.242342
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	.048468
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,025,983.
5	Multiply line 4 by line 3	5	49,727.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	300.
7	Add lines 5 and 6	7	50,027.
8	Enter qualifying distributions from Part XII, line 4	8	50,000.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling 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	601.
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	601.
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	601.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,078.		
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	1,078.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	477.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 477. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ SUSAN MCLANE Telephone no. ▶ 804-267-3603

Located at ▶ P. O. BOX 70459, RICHMOND, VA ZIP+4 ▶ 23255

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

			Yes	No
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?	16		X
	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 ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 22 of the instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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 | 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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | 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? 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 8		0.	0.	0.

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	902,278.
b	Average of monthly cash balances	1b	139,329.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,041,607.
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	1,041,607.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	15,624.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,025,983.
6	**Minimum investment return**. Enter 5% of line 5	6	51,299.

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	51,299.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 601.		
b	Income tax for 2010. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	601.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	50,698.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	50,698.
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	50,698.

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	50,000.
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	50,000.
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	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	50,000.

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				50,698.
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 1,072.				
b From 2006				
c From 2007 903.				
d From 2008				
e From 2009 406.				
f Total of lines 3a through e	2,381.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 50,000.				
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				50,000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	698.			698.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,683.			
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	374.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,309.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007 903.				
c Excess from 2008				
d Excess from 2009 406.				
e Excess from 2010				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED STATEMENT:				50,000.
Total			▶ 3a	50,000.
b *Approved for future payment*				
NONE				
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
	(a) Business code	(b) Amount	(c) Exclusion code	(d) 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					9,472.
4 Dividends and interest from securities					26,733.
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					12,918.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		0.	49,123.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 49,123.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	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
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date: 5-10-11 | Title: Trustee

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	PHILIP A. HUSS, C	05/04/11		
Firm's name ▶ PHILIP A. HUSS CPA PLLC 110 WYLDEROSE DRIVE			Firm's EIN ▶	
Firm's address ▶ MIDLOTHIAN, VA 23113			Phone no. 804-423-5694	

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	230 ANNALY CAPITAL MGMT REIT	P	06/29/09	12/16/10
b	25 AVALONBAY COMMUNITIES	P	12/30/08	12/15/10
c	11.5 BABCOCK & WILCOX CO	P	09/12/08	10/04/10
d	138.5BABCOCK & WILCOX CO	P	11/05/08	10/04/10
e	68 BANK OF AMERICA CORP	P	10/16/08	10/19/10
f	132 BANK OF AMERICA CORP	P	10/17/08	10/19/10
g	389 BANK OF AMERICA CORP	P	12/08/08	10/19/10
h	111 BANK OF AMERICA CORP	P	12/09/08	10/19/10
i	70 DEERE & CO	P	12/03/09	12/15/10
j	85 EMERSON ELECTRIC CO	P	09/03/04	04/16/10
k	33 FIDELITY NATL FINANCIAL	P	02/04/10	12/21/10
l	87 FIDELITY NATL FINANCIAL	P	02/04/10	12/22/10
m	5 HOME DEPOT INC	P	11/20/02	04/16/10
n	75 HOME DEPOT INC	P	01/14/08	04/16/10
o	30 HOME DEPOT INC	P	03/17/08	04/16/10

	(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	4,142.		3,452.	690.
b	2,757.		1,412.	1,345.
c	247.		338.	<91.>
d	2,978.		2,213.	765.
e	805.		1,523.	<718.>
f	1,562.		3,143.	<1,581.>
g	4,604.		6,608.	<2,004.>
h	1,314.		1,887.	<573.>
i	5,819.		3,803.	2,016.
j	4,436.		2,649.	1,787.
k	457.		436.	21.
l	1,205.		1,148.	57.
m	175.		122.	53.
n	2,621.		1,895.	726.
o	1,048.		772.	276.

	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				690.
b				1,345.
c				<91.>
d				765.
e				<718.>
f				<1,581.>
g				<2,004.>
h				<573.>
i				2,016.
j				1,787.
k				21.
l				57.
m				53.
n				726.
o				276.

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	
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	

023591
05-01-10

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	28 LASALLE HOTEL PPTYS	P	01/18/08	08/30/10
b	39 LASALLE HOTEL PPTYS	P	03/25/09	08/30/10
c	8 LASALLE HOTEL PPTYS	P	03/30/09	08/30/10
d	93 LASALLE HOTEL PPTYS	P	03/30/09	09/01/10
e	52 LASALLE HOTEL PPTYS	P	04/01/09	09/01/10
f	23 MCDERMOTT INTL INC	P	09/12/08	10/05/10
g	277 MCDERMOTT INTL INC	P	11/05/08	10/05/10
h	1318 TAIWAN SEMICONDUCTOR MFG	P	09/13/06	01/25/10
i	170 TEX INSTRUMENTS INC	P	11/06/01	12/15/10
j	55 TEX INSTRUMENTS INC	P	02/21/06	12/15/10
k	20 TEX INSTRUMENTS INC	P	03/13/08	12/15/10
l	60 WILLIAMS SONOMA INC	P	03/27/08	01/14/10
m	70 WILLIAMS SONOMA INC	P	06/17/08	01/14/10
n	11K UST NTS 3.625% 02/15/20	P	07/08/10	11/16/10
o	2K UST NTS 3.625% 02/15/20	P	07/26/10	11/16/10

	(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	592.		773.	<181.>
b	1,458.		376.	1,082.
c	169.		44.	125.
d	1,969.		508.	1,461.
e	1,101.		285.	816.
f	334.		369.	<35.>
g	4,019.		2,415.	1,604.
h	13,389.		12,289.	1,100.
i	5,544.		5,360.	184.
j	1,794.		1,681.	113.
k	652.		583.	69.
l	1,311.		1,425.	<114.>
m	1,529.		1,540.	<11.>
n	11,792.		11,543.	249.
o	2,144.		2,105.	39.

	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				<181.>
b				1,082.
c				125.
d				1,461.
e				816.
f				<35.>
g				1,604.
h				1,100.
i				184.
j				113.
k				69.
l				<114.>
m				<11.>
n				249.
o				39.

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	
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	

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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	20K UST BILL 0.0 080510	P	05/20/10	06/17/10
b	15K FNMA 2.125% 012513	P	02/01/10	08/11/10
c	14K FNMA 2.125% 012513	P	03/24/10	08/11/10
d	20K UST NTS 1.875% 06/15/12	P	06/17/10	09/24/10
e	18K UST NTS 1.875% 06/15/12	P	09/10/10	09/24/10
f	40K FHLMC DISC NTS 09/08/03	P	09/24/10	12/09/10
g	8K FNMA 6.0% 05/15/11	P	07/17/08	02/01/10
h	5K FNMA 6.0% 05/15/11	P	06/29/09	02/01/10
i	10K FNMA 6.0% 05/15/11	P	07/08/09	02/01/10
j	3K FNMA 6.0% 05/15/11	P	09/24/09	02/01/10
k	1K FNMA 6.0% 05/15/11	P	12/14/09	02/01/10
l	27K FHLMC 4.125% 09/27/13	P	11/13/08	09/10/10
m	19K UST NOTE 4.75% 5/15/14	P	03/25/10	07/08/10
n	6K UST NOTES 4.875% 8/15/16	P	01/30/09	08/20/10
o	10K UST NOTES 4.875% 8/15/16	P	06/29/09	08/20/10

	(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	19,998.		19,994.	4.
b	15,120.		15,085.	35.
c	14,112.		14,087.	25.
d	20,505.		20,469.	36.
e	18,455.		18,429.	26.
f	39,915.		39,894.	21.
g	8,555.		8,490.	65.
h	5,347.		5,438.	<91.>
i	10,694.		10,911.	<217.>
j	3,208.		3,252.	<44.>
k	1,069.		1,075.	<6.>
l	29,445.		27,625.	1,820.
m	21,399.		20,950.	449.
n	7,108.		6,952.	156.
o	11,847.		11,079.	768.

	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				4.
b				35.
c				25.
d				36.
e				26.
f				21.
g				65.
h				<91.>
i				<217.>
j				<44.>
k				<6.>
l				1,820.
m				449.
n				156.
o				768.

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	
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	

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THE WILLIAM G. REYNOLDS, JR. CHARITABLE FOUNDATION

CONTINUATION FOR 990-PF, PART IV
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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	4K UST NOTES 4.875% 8/15/16	P	07/08/09	08/20/10
b	13K UST NTS 4.625% 12/31/11	P	12/04/09	01/07/10
c	21K UST NTS 4.625% 12/31/11	P	12/04/09	03/25/10
d	18K UST NOTE 3.375% 11/30/12	P	06/29/09	05/20/10
e	6K UST NOTE 3.375% 11/30/12	P	07/08/09	05/20/10
f	4K UST NOTE 3.375% 11/30/12	P	09/28/09	05/20/10
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
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	4,739.		4,480.	259.
b	13,920.		14,009.	<89.>
c	22,357.		22,630.	<273.>
d	19,086.		18,983.	103.
e	6,362.		6,359.	3.
f	4,241.		4,231.	10.
g	588.			588.
h				
i				
j				
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				259.
b				<89.>
c				<273.>
d				103.
e				3.
f				10.
g				588.
h				
i				
j				
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	12,918.
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

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
WELLS FARGO - #0145	9,454.
WELLS FARGO - #6795	18.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	9,472.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO - #0145	27,321.	588.	26,733.
WELLS FARGO - #6795	0.	0.	0.
TOTAL TO FM 990-PF, PART I, LN 4	27,321.	588.	26,733.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PHILIP A. HUSS, CPA	4,695.	4,695.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	4,695.	4,695.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKER - MANAGEMENT FEES	14,180.	14,180.	0.	0.
BROKER - FOREIGN TAX W/H	204.	204.	0.	0.
TO FORM 990-PF, PG 1, LN 23	14,384.	14,384.	0.	0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
27K/26K FED HOME LOAN 5.75%	X		28,564.	28,491.
20K/47K FED HOME LOAN 4.12% 9/27/13	X		21,136.	21,641.
27K FNMA 6% 5/15/11	X		0.	0.
42K FNMA 2.75%	X		42,192.	43,929.
18K/26K US TREASURY 4.875%	X		19,970.	20,516.
28K US TREASURY 3.375%	X		0.	0.
43K US TREASURY 3.75%	X		44,066.	45,751.
34K US TREASURY 4.625%	X		0.	0.
18K US TREASURY 2.625%	X		17,544.	16,985.
44K US TREASURY 1.375%	X		44,639.	44,656.
27K FED HOME LOAN 4.5%	X		29,408.	29,045.
40K US TREASURY 3.0%	X		42,383.	41,259.
TOTAL U.S. GOVERNMENT OBLIGATIONS			289,902.	292,273.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			289,902.	292,273.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
400/510 HOME DEPOT	10,349.	14,024.
540/785 TEXAS INSTR.	15,167.	17,550.
210/160 CHEVRON	12,168.	19,162.
330 CHUBB CORP	11,982.	19,681.
275/360 EMERSON ELECTRIC	8,877.	15,722.
380/270 HONEYWELL INTL	13,409.	20,201.
480 JPMORGAN CHASE	19,819.	20,362.
977/400 WEYERHAUSER	27,366.	18,495.
330 NOVARTIS AG ADR	15,897.	19,454.
700/530 UNILEVER PLC ADR	16,759.	21,616.
200/150 EXXON MOBIL	10,382.	14,624.
205 PROCTER & GAMBLE	7,710.	13,188.
270 JOHNSON & JOHNSON	15,895.	16,700.
1000/675 MICROSOFT	26,190.	27,910.
600/1300 BANK OF AMERICA	8,385.	8,004.
140 BAXTER INTL	5,267.	7,087.
1312 TAIWAN SEMICONDUCTOR	0.	0.
673 VODAFONE GROUP PLC	16,294.	17,794.
780 GAP INC	7,220.	8,303.
150 DOVER CORP	7,195.	8,768.

270 LEGGETT & PLATT INC	6,497.	6,145.
460 LINEAR TECH CORP	14,330.	15,911.
350 MICROCHIP TECH	10,793.	11,974.
1200 APPLIED MATERIALS	16,385.	16,860.
85/110 AVALONBAY CMNTYS	4,748.	9,567.
290 BAKER HUGHS INC	15,151.	16,579.
100/45 BOEING CO	6,367.	6,526.
130 BOSTON PROPERTIES	6,171.	11,193.
150 CONOCOPHILLIPS	7,969.	10,215.
1300/740 ERICSSON LM TEL	12,448.	14,993.
100 FRANKLIN RESOURCES	6,560.	11,121.
250 HALLIBURTON CO	7,924.	10,208.
250 LASALLE HOTEL PPTYS	0.	0.
300 MCDERMOTT INT'L	0.	0.
550 MERCK & CO	19,894.	19,822.
150 NUCOR CORP	6,791.	6,573.
220 SCHLUMBERGER LTD	13,727.	18,370.
101 SIMON PPTY GROUP	5,166.	10,048.
130 WILLIAMS SONOMA	0.	0.
1100 KEYCORP	5,870.	9,735.
450/230 MATTEL INC	9,596.	11,444.
675/175 MORGAN STANLEY	19,785.	18,367.
580/810 ANNALY CAPITAL	8,703.	10,394.
90 BHP BILLITON	6,038.	8,363.
180/250 DEERE & CO	9,777.	14,949.
275 NORTHROP GRUMMAN	12,301.	17,815.
1000 SAFEWAY INC	20,019.	22,490.
200/120 US STEEL	10,386.	11,684.
197 ALLIED WORLD ASSUR.	8,790.	11,710.
650 AT&T	16,217.	19,097.
45 BLACKROCK	7,458.	8,576.
240 GLAXOSMITHKLINE	10,102.	9,413.
100 PARKER HANNIFIN	6,498.	8,630.
140 US BANCORP	3,487.	3,776.
TOTAL TO FORM 990-PF, PART II, LINE 10B	572,279.	691,193.

FORM 990-PF OTHER ASSETS STATEMENT 7

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST PAID	318.	318.	318.
ACCRUED DIVIDENDS	708.	447.	447.
TO FORM 990-PF, PART II, LINE 15	1,026.	765.	765.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LOUISE R. BELMONT C/O P. O. BOX 70459 RICHMOND, VI 2322	TRUSTEE 0.00	0.	0.	0.
RANDOLPH N. REYNOLDS, JR. C/O P. O. BOX 70459 RICHMOND, VI 2325	TRUSTEE 0.00	0.	0.	0.
ROBERT G. REYNOLDS C/O P. O. BOX 70459 RICHMOND, VI 2325	TRUSTEE 0.00	0.	0.	0.
RANDOLPH N. REYNOLDS C/O P. O. BOX 70459 RICHMOND, VI 2325	TRUSTEE 0.00	0.	0.	0.
MARY R. SIMPSON C/O P. O. BOX 70459 RICHMOND, VI 2322	TRUSTEE 0.00	0.	0.	0.
SUSAN C. ARMSTRONG 333 ALBEMARLE AVENUE RICHMOND, VI 2322	TRUSTEE 0.00	0.	0.	0.
SUSAN V. R. REYNOLDS C/O P. O. BOX 70459 RICHMOND, VI 2322	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

DISBURSEMENTS FROM THE WILLIAM G. REYNOLDS, JR. FOUNDATION IN 2010
EIN 54-1900372

CHECK #	AMOUNT	ISSUED TO	ADDRESS
1520	$1000.00	The American Council of Young Political Leaders	2131 K Street, NW, Suite 400, Washington, DC 20037-1870
1521	$1000.00	Virginia State Police Association	6944 Forest Hill Ave., Richmond, VA 23225
1522	$1000.00	Louisa County Fire & Emergency Services Dept.	P.O. Box 160 Louisa, VA 23093
1523	$1000.00	Henrico Police Foundation	P. O. Box 3165, Glen Allen, VA 23060
1547	$1000.00	St. George's School	P. O. Box 1910, Newport, RI 02840-0190
1540	$1000.00	The Ronald McDonald House	2330 Monument Ave., Richmond, VA 23220
1541	$1000.00	Springfield Baptist Church	P. O. Box 2177, Glen Allen, VA 23059
1524	$1000.00	The Virginia Home	Annual Giving Program, 1101 Hampton Street, Richmond, VA 23220
1525	$1000.00	Noah's Children	Noah's Children 5875 Bremo Road, Suite 710 Richmond, VA 23226
1514	$1000.00	The Richmond Symphony	612 East Grace Street, #401, Richmond, VA 23219
1526	$1000.00	The Elephant Sanctuary	804 Darbytown Rd., Hohenwald, TN 38462
1527	$1000.00	Bon Secours Richmond Health Care Foundation	5875 Bremo Road, Suite 710, Richmond, VA 23286-3279
1528	$1000.00	Gateway Homes, Inc.	11901 Reedy Branch Rd., Chesterfield, VA 23838
1518	$1000.00	St. Mary's Episcopal Church	12291 River Rd., Richmond, VA 23238-6112
1502	$1000.00	Goochland Fire & Rescue – Company #1 Manakin	P. O. Box 283, Manakin-Sabot, Virginia 23103
1503	$500.00	The Museum of the Confederacy	1201 East Clay Street, Richmond, VA 23219
1504	$1000.00	The College of William & Mary	P. O. Box 1693, Williamsburg, VA 23187
1505	$500.00	First Presbyterian Church	4602 Cary St. Rd., Richmond, VA 23236

DISBURSEMENTS FROM THE WILLIAM G. REYNOLDS, JR. FOUNDATION IN 2010
EIN 54-1900372

1506	$1000.00	The Family Foundation of Virginia	One Capitol Square, 830 East Main Street, Suite 1201, Richmond, VA 23219
1507	$1000.00	Lead Virginia	707 E. Main Street, Suite 1035 | Richmond, Virginia, 23219
1508	$500.00	University of VA Health System	P. O. Box 400807, Charlottesville, VA 22907-3015
1510	$500.00	Goochland Middle School PTA	3250 River Rd. West, Goochland, VA 23063
1548	$500.00	Goochland High School PTA	3250 River Road West Goochland, VA 23063
1512	$500.00	Virginia Tech Foundation, Inc.	University Development (0336), 902 Prices Fork Road, Blacksburg, VA 24061
1513	$2000.00 (Year 3 of 5)	J. Sargeant Reynolds Community College Educational Foundation	1701 E. Parham Road, P. O. Box 26924, Richmond, Virginia 23261-6924
1514	$1000.00	The Richmond Symphony	612 East Grace Street, #401, Richmond, VA 23219
1515	$500.00	Central Virginia Foodbank	P. O. Box 27421, Richmond, VA 23261
1516	$500.00	Mount Vernon	P. O. Box 1594, Merrifield, VA 22116-1594
1517	$3000.00	American Red Cross	P. O. Box 655, Richmond, VA 23218-0655
1542	$1000.00	Alleghany Humane Society Inc.	P. O. Box 60, Low Moor, VA 24457
1499	$1000.00	Selma Fire Department	1106 Richmond St., Clifton Forge, VA 24422
1500	$5000.00	The Clifton Forge Company	P. O. Drawer 635, Clifton Forge, VA 24422
1537	$5500.00	Christian Veterinary Mission	19303 Fremont Ave. North, Seattle, WA 98133-0166
1536	$500.00	Grayson High School	Mr. Robert Barnes, Band Director, 50 Hope Hollow Road, Loganville, GA 30052
1538	$1000.00	4H Club	Mr. Henry Hibbs, Director, P. O. Box 107, Watkinsville, GA 30677
1543	$500.00	Boaz & Ruth	P. O. Box 6129, Richmond, VA 23222

DISBURSEMENTS FROM THE WILLIAM G. REYNOLDS, JR. FOUNDATION IN 2010
EIN 54-1900372

1544	$500.00	Richmond Public Schools Education Foundation (for Woodville Elementary School)	Attn: David L. Ballard, 301 North Ninth Street, Richmond, VA 23219-1927
1545	$500.00	Better Housing Coalition	Attn: Jane Helfrich, P. O. Box 12117, Richmond, VA 23241-0117
1546	$500.00	The Peter Paul Development Center	1708 N. 22nd St., Richmond, VA 23223-4432
1529	$1000.00	Northern Michigan Hospital Foundation	Attn: Julie Jarema, 360 Connable Ave., Petoskey, MI 49770
1530	$2000.00	Brain Injury Assoc. of America	1608 Spring Hill Rd., Suite 110, Vienna, VA 22182
1531	$1000.00	Baptist Collegiate Ministries at Virginia Tech	Mr. Darrell Cook, Campus Minister, 307 Washington St., SW, Blacksburg, VA 24060
1532	$750.00	Virginia Tech Foundation, Inc.	University Development (0336), 902 Prices Fork Road, Blacksburg, VA 24061
1534	$750.00	Northstar Church	403 Washington St. SW, Blacksburg, VA 24060
1533	$500.00	Parham Youth Football & Cheering Assoc.	P. O. Box 3002, Richmond, VA 23228-9701
TOTAL DISBURSED	$50,000.00		