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: CHARLES B RICHARDSON FAMILY FOUNDATION

A Employer identification number 54-1931421

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

Room/suite:

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

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

C If exemption application is pending, check here ▶☐

D 1. Foreign organizations, check here ▶☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 641,295

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments		0		
	4	Dividends and interest from securities	14,830	14,830		
	5 a	Gross rents		0		
	b	Net rental income or (loss) 0				
	6 a	Net gain or (loss) from sale of assets not on line 10	16,053			
	b	Gross sales price for all assets on line 6a 202,638				
	7	Capital gain net income (from Part IV, line 2)		16,053		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10 a	Gross sales less returns and allowances 0				
	b	Less Cost of goods sold 0				
	c	Gross profit or (loss) (attach schedule)	0			
	11	Other income (attach schedule)	-1,111	-1,111	0	
	12	**Total.** Add lines 1 through 11	29,772	29,772	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	5,960			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)	250	250	0	0
	b	Accounting fees (attach schedule)	1,740	1,740	0	0
	c	Other professional fees (attach schedule)	0	0	0	0
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	608	157	0	0
	19	Depreciation (attach schedule) and depletion	0	0	0	
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	4,669	4,669	0	0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	13,227	6,816	0	0
	25	Contributions, gifts, grants paid	26,785			26,785
	26	**Total expenses and disbursements** Add lines 24 and 25	40,012	6,816	0	26,785
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-10,240			
	b	**Net investment income** (if negative, enter -0-)		22,956		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see page 30 of the instructions.

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21

Part II Balance Sheets

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

				Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		30,322	28,042	28,042
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	4	Pledges receivable ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		0	0	0
	7	Other notes and loans receivable (attach schedule) ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments—U S and state government obligations (attach schedule)		0	0	0
	b	Investments—corporate stock (attach schedule)		506,699	490,559	592,175
	c	Investments—corporate bonds (attach schedule)		0	0	0
	11	Investments—land, buildings, and equipment basis ▶	0			
		Less accumulated depreciation (attach schedule) ▶	0	0	0	0
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)		0	0	0
	14	Land, buildings, and equipment basis ▶	0			
		Less accumulated depreciation (attach schedule) ▶	0	0	0	0
	15	Other assets (describe ▶ INVESTMENT IN KINDER MORGAN PARTI)		-710	-3,045	21,078
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)		536,311	515,556	641,295
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons		0	0	
	21	Mortgages and other notes payable (attach schedule)		0	0	
	22	Other liabilities (describe ▶)		0	0	
	23	**Total liabilities** (add lines 17 through 22)		0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31				
	27	Capital stock, trust principal, or current funds			0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		536,311	515,556	
	30	**Total net assets or fund balances** (see page 17 of the instructions)		536,311	515,556	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)		536,311	515,556	

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	536,311
2	Enter amount from Part I, line 27a	2	-10,240
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	526,071
5	Decreases not included in line 2 (itemize) ▶ SEE ATTACHED STATEMENT 4	5	10,515
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	515,556

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE ATTACHED SCHEDULE D-1 - ST	P	VARIOUS	VARIOUS
b	SEE ATTACHED SCHEDULE D-2 - LT	P	VARIOUS	VARIOUS
c	SEE ATTACHED SCHEDULE D-3 - ST	P	VARIOUS	VARIOUS
d	SEE ATTACHED SCHEDULE D-4 - ST	P	VARIOUS	VARIOUS
e	SEE ATTACHED CONTINUATION SCHEDULE - LT	P	VARIOUS	VARIOUS

	(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	11,099	0	10,708	391
b	44,455	0	45,249	-794
c	7,872	0	8,215	-343
d	129,290	0	115,049	14,241
e		0		2,558

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	0	0	0	391
b	0	0	0	-794
c	0	0	0	-343
d	0	0	0	14,241
e	0	0	0	2,558

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	16,053
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	14,289

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	37,280	537,449	0 069365
2008	45,370	744,453	0 060944
2007	42,492	920,521	0 046161
2006	43,639	868,049	0 050273
2005	42,779	873,324	0 048984

2 Total of line 1, column (d)	2	0 275727
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 055145
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	593,267
5 Multiply line 4 by line 3	5	32,716
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	230
7 Add lines 5 and 6	7	32,946
8 Enter qualifying distributions from Part XII, line 4	8	26,785

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Continuation Sheet

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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	SEE ATTACHED SCHEDULE D-5 - LT	P	VARIOUS	VARIOUS
b	CAPTIAL GAIN DISTRIBUTION - LT	P	VARIOUS	VARIOUS
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	9,913	0	7,364	2,549
b	9	0	0	9
c		0		
d		0		
e		0		

	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	0	0	0	2,549
b	0	0	0	9
c	0	0	0	
d	0	0	0	
e	0	0	0	

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	2,558
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	0

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	459
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	459
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	459
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	0		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	0
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	459
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	0
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 0 **Refunded** ▶			11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ VIRGINIA			
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 on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ NONE

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

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

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

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

			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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶ 20_____ , 20_____ , 20_____ , 20_____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 22 of the instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20_____ , 20_____ , 20_____ , 20_____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? (see page 22 of the instructions) ☐ Yes ☐ No

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
CHARLES B RICHARDSON WINCHESTER VA	PRES/TREAS 2 HRS/WEEK 00	5,960	0	0
MARGARET N RICHARDSON WINCHESTER VA	SECRETARY 6 HRS/YEAR 00	0	0	0
ANNE K HUSSEY WINCHESTER VA	DIRECTOR 2 HRS/YEAR 00	0	0	0
THOMAS P RICHARDSON KENTUCKY	DIRECTOR 2 HRS/YEAR .00	0	0	0

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 24 of the instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	567,417
b	Average of monthly cash balances		1b	34,885
c	Fair market value of all other assets (see page 25 of the instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	602,302
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	602,302
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)		4	9,035
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	593,267
6	**Minimum investment return.** Enter 5% of line 5		6	29,663

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	29,663
2a	Tax on investment income for 2010 from Part VI, line 5	2a	459		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	459
3	Distributable amount before adjustments Subtract line 2c from line 1			3	29,204
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	29,204
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	29,204

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	26,785
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	26,785
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	26,785

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

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				29,204
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only			26,763	
b	Total for prior years 20____, 20____, 20____		0		
3	Excess distributions carryover, if any, to 2010				
a	From 2005 0				
b	From 2006 0				
c	From 2007 0				
d	From 2008 0				
e	From 2009 0				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 26,785				
a	Applied to 2009, but not more than line 2a			26,763	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d	Applied to 2010 distributable amount				22
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))*	0			0
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				29,182
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9				
a	Excess from 2006 0				
b	Excess from 2007 0				
c	Excess from 2008 0				
d	Excess from 2009 0				
e	Excess from 2010 0				

Part XIV **Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) **N/A**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the instructions.)**

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

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

NO SPECIAL FORM

c Any submission deadlines

NO DEADLINES

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

NONE

Part XV . **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
GOOD SHEPHERD ORPHANAGE & SCHOOL P.O BOX 27 HEBRON KY 41048	N A	501(c)(3)	HAITIAN DISASTER RELIEF	1,000
ABBA WOMENS CARE, INC 200 WEEMS LANE WINCHESTER VA 22601	N/A	501(c)(3)	COMMUNITY AID	4,425
C - CAP 112 S KENT ST WINCHESTER VA 22601	N/A	501(c)(3)	COMMUNITY AID	4,425
ANSWERS IN GENESIS P O BOX 510 HEBRON KY 44048	N/A	501(c)(3)	RELIGIOUS EDUCATION	4,204
NEW HOPE CENTER 228 THOMAS MORE PKWY CRESTVIEW HILLS KY 41017	N/A	501(c)(3)	COMMUNITY AID	4,261
WINCHESTER UNION RESCUE MISSION 435 N CAMERON ST WINCHESTER VA 22601	N/A	501(c)(3)	COMMUNITY AID	4,425
VILLAGE MISSIONS P O BOX 197 DALLAS OR 97338	N/A	501(c)(3)	COMMUNITY AID	4,045
Total			▶ 3a	26,785
b *Approved for future payment*				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	14,830	
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			14	-1,111	
8 Gain or (loss) from sales of assets other than inventory			18	16,053	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a		0			0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		29,772	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 29,772

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
	N/A

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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

b If "Yes," complete the following schedule

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

Sign Here

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

Charles B. Richardson | 5/9/11 | PRESIDENT

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
EDWARD I HARDY, JR	E I Hardy	5/5/11		P01216372

Firm's name ▶ E.I. HARDY & COMPANY, CPA's, PC | Firm's EIN ▶

Firm's address ▶ 4913 Fitzhugh Ave, Richmond, Va 23230 | Phone no

54-0923628

CHARLES B. RICHARDSON FAMILY FOUNDATION

54-1931421

SCHEDULE D-1

Capital Gains and Losses

(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page D-6)	(e) Cost or other basis (see page D-6)	(f) Gain or (loss) Subtract (e) from (d)	
SHORT TERM CAPITAL GAINS + LOSSES						
22 SHS ALCOA	10/2/09	9/2/10	244.62	283.36	(38.74)	STCL
1 SH AMERIPRISE FINANCIAL	7/24/09	6/1/10	39.34	24.31	15.03	STCG
11 Shs ANADARKO PETROL.	5/20/10	12/31/10	794.01	626.23	167.78	STCG
55 Shs BEST Buy	9/2/10	12/30/10	1,909.17	2,389.22	(480.05)	STCL
113 Shs BOSTON SCIENTIFIC	2/16/10	4/27/10	809.16	1,000.34	(191.18)	STCL
10 Shs CBS CL B	5/6/10	9/2/10	146.93	148.37	(1.44)	STCL
41 Shs DEAN FOODS	3/26/10	5/26/10	433.82	682.98	(249.16)	STCL
2 Shs DEVON ENERGY	6/3/09	6/1/10	124.63	125.14	(.51)	STCL
1 Shs ENSCO ADR	10/20/09	6/1/10	34.89	47.77	(12.88)	STCL
31 Shs GENZYME	6/24/10	9/24/10	2,169.54	1,572.90	596.64	STCG
105 Shs H+R BLOCK	6/24/09	4/28/10	1,892.39	1,630.37	262.02	STCG
8 Shs HEWLETT-PACKARD	6/24/09	5/10/10	395.61	299.50	96.11	STCG
30 Shs MARATHON OIL	7/1/09	4/16/10	964.20	901.81	62.39	STCG
8 Shs MATTEL	7/1/09	3/12/10	181.46	130.96	50.50	STCG
51 Shs MBIA	8/11/09	8/10/10	437.05	269.14	167.91	STCG
7 Shs MORGAN STANLEY	12/14/09	9/2/10	182.94	209.47	(26.53)	STCL
14 Shs SPRINT NEXTEL	7/19/10	9/2/10	60.89	63.98	(3.09)	STCL
1 Sh STATE STREET	4/15/10	6/1/10	37.55	48.08	(10.53)	STCL
6 Shs SYMANTEC	4/23/10	9/2/10	83.90	103.08	(19.18)	STCL
4 Shs TEXTRON	2/5/10	6/1/10	80.75	75.49	5.26	STCG
5 Shs YAHOO	8/14/09	6/1/10	76.09	75.00	1.09	STCG
TOTAL SHORT TERM			11,098.94	10,707.50	391.44	

CHARLES B. RICHARDSON FAMILY FOUNDATION

54-1931421

SCHEDULE D-4 Pg 1/3

Capital Gains and Losses

(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page D-6)	(e) Cost or other basis (see page D-6)	(f) Gain or (loss) Subtract (e) from (d)	
SHORT	TERM	GAINS	& LOSSES			
105 SHS AGILENT	8/31/09	1/4/10	3,318.12	2,688.65	629.47	STCG
80 Shs AMERICAN EXPRESS	9/2/09	1/4/10	3,247.91	2,599.04	648.87	STCG
80 Shs AMERIPRISE FINANCIAL	10/20/09	1/4/10	3,135.91	2,885.97	249.94	STCG
5 Shs apple	4/2/09	1/4/10	1,068.38	565.14	503.24	STCG
75 SHS AVERY DENNISON	10/20/09	1/4/10	2,748.72	2,877.03	(128.31)	STCL
60 SHs CSX	9/2/09	1/4/10	2,939.92	2,526.13	413.79	STCG
130 Shs CARMAX	10/20/09	1/4/10	3,138.55	2,864.56	273.99	STCG
80 Shs CIGNA	12/22/09	1/4/10	2,857.57	2,947.74	(90.17)	STCL
65 Shs CLIFFS NAT RESOURCES	11/30/09	1/4/10	3,140.71	2,882.72	257.99	STCG
70 Shs COGNIZANT TECH. SOL. CLA	10/20/09	1/4/10	3,257.71	2,851.05	406.66	STCG
70 Shs COOPER INDUST. CLA	11/30/09	1/4/10	3,015.52	2,922.95	92.57	STCG
55 Shs CREE	12/22/09	1/4/10	3,145.91	2,995.99	149.92	STCG
75 Shs CROWN CASTLE INTL.	9/23/09	1/4/10	3,005.92	2,398.20	607.72	STCG
30 Shs DIAMOND OFF-SHORE DRILLING	6/11/09	1/4/10	3,022.12	2,735.71	286.41	STCG
195 Shs EMC	6/17/09	1/4/10	3,487.00	2,492.29	994.71	STCG
50 SHS EASTMAN CHEMICAL	11/30/09	1/4/10	3,082.45	2,984.21	98.24	STCG
35 SHS EXPRESS SCRIPTS	11/30/09	1/4/10	3,075.74	2,985.74	90.00	STCG
40 Shs GENERAL DYNAMICS	10/20/09	1/4/10	2,759.12	2,686.29	72.83	STCG
5 Shs GOOGLE	2/3/09	1/4/10	3,135.36	1,687.75	1,447.61	STCG
75 Shs HEWITT Assoc.	8/31/09	1/4/10	3,193.41	2,714.87	478.54	STCG
30 Shs HEWLETT-PACKARD	6/24/09	1/4/10	1,573.76	1,116.54	457.22	STCG
—			↓	↓	↓	
—						
			CONT'D	CONT'D	CONT'D	

CHARLES B. RICHARDSON FAMILY FOUNDATION
54-1931421

SCHEDULE D-4 Pg 2/3

Capital Gains and Losses

(a) Description of property (Example. 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr)	(d) Sales price (see page D-6)	(e) Cost or other basis (see page D-6)	(f) Gain or (loss) Subtract (e) from (d)	
SHORT TERM CAPITAL GAINS & LOSSES (CONT.)						
60 Shs ILLINOIS TOOL WKS	11/30/09	1/4/10	2,930.92	2,886.95	43.97	STCG
50 Shs JOY GLOBAL	9/23/09	1/4/10	2,723.93	2,443.17	280.76	STCG
80 Shs KLA-TENCOR	10/20/09	1/4/10	2,986.32	2,891.94	94.38	STCG
50 Shs LIFE TECH	3/26/09	1/4/10	2,598.43	1,639.28	959.15	STCG
10 Shs MASTERCARD	12/22/09	1/4/10	2,575.84	2,564.03	11.81	STCG
45 Shs McKESSON	8/31/09	1/4/10	2,834.92	2,563.09	271.83	STCG
80 Shs MERCK	12/22/09	1/4/10	2,975.12	3,022.88	(47.76)	STCL
155 Shs MYLAN	12/11/09	1/4/10	2,900.51	2,844.79	55.72	STCG
35 Shs NAT. OILWELL VARCO	5/27/09	1/4/10	1,595.95	1,305.34	290.61	STCG
90 Shs NETAPP	12/22/09	1/4/10	3,112.12	3,001.23	110.89	STCG
25 Shs OCCIDENTAL PETRO	5/29/09	1/4/10	2,082.95	1,674.15	408.80	STCG
65 Shs ONEOK	12/11/09	1/4/10	2,946.37	2677.87	268.50	STCG
65 Shs PALL	8/6/09	1/4/10	2,395.18	1,978.87	416.31	STCG
40 Shs PARKER-HANNIFIN	5/5/09	1/4/10	2,190.34	1,872.86	317.48	STCG
45 Shs SALES-FORCE.com	10/20/09	1/4/10	3,370.86	2,786.47	584.39	STCG
245 Shs SARA LEE	11/30/09	1/4/10	3,024.08	2,971.80	52.28	STCG
85 Shs SBA Comm.	12/22/09	1/4/10	3,021.67	3,006.79	14.88	STCG
170 Shs SEAGATE TECH	12/22/09	1/4/10	3,215.29	2,996.86	218.43	STCG
55 Shs SOUTHERN COPPER	6/11/09	1/4/10	1,879.30	1,341.26	538.04	STCG
190 Shs STARBUCKS	9/10/09	1/4/10	4,389.64	3,768.63	621.01	STCG
80 Shs STARWOOD HOTELS & RESORTS WWIDE	10/20/09	1/4/10	2,945.60	2,806.72	138.88	STCG
—			↓	↓	↓	
—						
			CONT'D	CONT'D	CONT'D	

CHARLES B. RICHARDSON FAMILY FOUNDATION

54-1931421

SCHEDULE D-4

Pg 3/3

Capital Gains and Losses

(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page D-6)	(e) Cost or other basis (see page D-6)	(f) Gain or (loss) Subtract (e) from (d)	
8 SHORT TERM CAPITAL GAINS & LOSSES (CONT)						
185 shs TECO ENERGY	12/22/09	1/4/10	3030.68	3,031.47	(.79)	STCL
65 Shs TIFFANY	10/20/09	1/4/10	2,875.52	2,690.26	185.26	STCG
195 Shs VIRGIN MEDIA	10/20/09	1/4/10	3,338.80	2,874.25	464.55	STCG
TOTAL SHORT TERM			129,290.15	115,049.53	14,240.62	

SCHEDULE D-5

(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page D-6)	(e) Cost or other basis (see page D-6)	(f) Gain or (loss) Subtract (e) from (d)	
LONG TERM CAPITAL GAINS & LOSSES						
30 Shs APPLE	7/9/08	1/4/10	6,410.22	4,360.77	2,049.45	LTCG
35 SHS HEWLETT-PACKARD	2/29/08	1/4/10	1,836.05	1,674.40	161.65	LTCG
20 SHS OCCIDENTAL PETRO,	10/1/08	1/4/10	1,666.35	1,328.40	337.95	LTCG
TOTAL LONG TERM			9,912.62	7,363.57	2,549.05	

CHARLES B. RICHARDSON FAMILY FOUNDATION

54-1931421

Pg 1/3

SCHEDULE D-2

Capital Gains and Losses

(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page D-6)	(e) Cost or other basis (see page D-6)	(f) Gain or (loss) Subtract (e) from (d)	
LONG TERM CAPITAL GAINS & LOSSES						
7 SHS AMERICAN ELECT PWR	3/21/06	9/2/10	237.62	245.56	(7.94)	LTCL
13 SHS AMERICAN EXPRESS	7/25/06	9/2/10	521.15	690.97	(169.82)	LTCL
2 SHS AMERIPRISE FINANCIAL	7/24/09	9/2/10	92.35	48.62	43.73	LTCG
34 Shs ANADARKO PETRO.	3/5/09	12/16/10	2,283.62	1,206.98	1,076.64	LTCG
30 Shs AT&T	3/21/06	9/2/10	772.49	801.30	(28.81)	LTCL
10 Shs BAKER HUGHES	2/13/09	9/2/10	401.22	343.63	57.59	LTCG
317 Shs BOSTON SCIENTIFIC	10/14/08	4/23/10	2,254.40	4,733.94	(2,479.54)	LTCL
129 Shs BRISTOL MYERS SQUIBB	9/29/08	6/29/10	3,185.47	2,723.38	462.09	LTCG
7 Shs CA INC.	4/21/09	9/2/10	133.98	121.50	12.48	LTCG
5 Shs CHEVRON	4/4/05	9/2/10	378.25	287.56	90.69	LTCG
19 Shs COMCAST CL A	3/21/06	9/2/10	351.08	343.81	7.27	LTCG
6 Sh CVS CAREMARK	10/10/08	9/2/10	188.71	165.66	23.05	LTCG
128 SHS DEAN FOODS	11/5/08	5/26/10	1,486.72	2,860.18	(1,373.46)	LTCL
30 SHS DELL	12/31/07	10/25/10	409.07	735.06	(325.99)	LTCL
2 SHS DEVON ENERGY	6/3/09	9/2/10	125.49	125.14	.35	LTCG
34 shs FLEXTRONICS	3/21/06	9/2/10	199.46	387.72	(188.26)	LTCL
28 SHS GAP	7/25/07	6/1/10	680.13	497.38	182.75	LTCG
14 Shs GE	6/7/07	9/2/10	218.27	517.96	(299.69)	LTCL
29 Shs HEWLETT-PACKARD	12/19/08	5/10/10	1,468.01	1,164.43	303.58	LTCG
13 SHS HOLOGIC	4/25/08	9/2/10	192.15	377.80	(185.65)	LTCL
11 Shs Home Depot	3/14/08	9/2/10	346.52	285.21	61.31	LTCG
			↓	↓	↓	
			CONT'D	CONT'D	CONT'D	

CHARLES B. RICHARDSON FAMILY FOUNDATION

54-1931421

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SCHEDULE D-2

Capital Gains and Losses

(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page D-6)	(e) Cost or other basis (see page D-6)	(f) Gain or (loss) Subtract (e) from (d)	
LONG TERM CAPITAL GAINS + LOSSES (CONT.)						
5 Shs HONEYWELL INTL	9/18/02	9/2/10	210.18	118.50	91.68	LTCG
23 SHS INTEL	9/17/08	9/2/10	445.61	454.37	(8.76)	LTCL
14 SHS IBM	3/21/06	11/9/10	1,905.74	1,187.48	718.26	LTCG
17 SHS JP MORGAN CHASE	3/21/06	9/2/10	734.48	701.59	32.89	LTCG
18 SHS KIMBERLY CLARK	6/14/06	9/2/10	1,135.96	1,073.38	62.58	LTCG
12 Shs KRAFT FOODS	3/21/06	9/2/10	355.28	367.08	(11.80)	LTCL
41 SHS LENNAR	11/24/08	9/2/10	710.90	324.19	386.71	LTCG
74 Shs MARATHON OIL	4/14/09	4/16/10	2,357.49	1,924.33	433.16	LTCG
182 Shs MATTEL	10/17/08	3/12/10	3907.78	3,199.26	708.52	LTCG
77 SHS MBIA	9/30/09	11/4/10	917.82	418.04	499.78	LTCG
18 Shs MEADWESTVACO	3/21/06	11/19/10	449.63	498.78	(49.15)	LTCL
30 Shs MOTOROLA	11/5/07	9/2/10	217.09	561.66	(344.57)	LTCL
26 Shs PFIZER	8/1/06	9/2/10	413.65	675.10	(261.45)	LTCL
961 Shs QUEST Comm.	11/5/07	7/19/10	5,143.55	6,473.75	(1,330.20)	LTCL
154 Shs SARA LEE	7/1/09	10/25/10	2,237.44	2018.61	218.83	LTCG
98 Shs TENET HEALTHCARE	1/26/07	12/10/10	571.40	690.69	(119.29)	LTCL
36 Shs TIME WARNER	6/15/05	12/9/10	1,112.00	1,274.34	(162.34)	LTCL
16 Shs TRAVELERS	3/21/06	11/16/10	829.15	670.88	158.27	LTCG
12 Shs TYCO ELECTRONICS SWITZERLAND	11/17/06	9/2/10	324.76	412.12	(87.36)	LTCL
8 Shs TYCO INTL.	11/2/06	9/2/10	296.74	360.32	(63.58)	LTCL
30 Shs US STEEL	2/20/09	12/20/10	1,794.48	840.20	954.28	LTCG
			↓	↓	↓	
			CONT'D	CONT'D	CONT'D	

CHARLES B. RICHARDSON FAMILY FOUNDATION
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SCHEDULE D-2

. Capital Gains and Losses ·

(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo , day, yr.)	(d) Sales price (see page D-6)	(e) Cost or other basis (see page D-6)	(f) Gain or (loss) Subtract (e) from (d)	
8 LONG	TERM	CAPITAL	GAINS	& LOSSES	(CONT.)	
27 Shs VALERO ENERGY	9/5/08	12/22/10	560.07	974.49	(414.42)	LTCL
11 Shs WASTE MGMT.	6/14/06	12/15/10	381.62	385.67	(4.15)	LTCL
30 Shs WATSON PHARMAC	3/21/06	12/6/10	1,421.10	875.40	545.70	LTCG
7 Shs YAHOO	8/14/09	9/2/10	94.56	105.00	(10.44)	LTCL
TOTAL LONG TERM			44,454.54	45,249.02	(794.48)	

CHARLES B. RICHARDSON FAMILY FOUNDATION
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SCHEDULE D-3

. Capital Gains and Losses ·

(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price (see page D-6)	(e) Cost or other basis (see page D-6)	(f) Gain or (loss) Subtract (e) from (d)	
SHORT	TERM	CAPITAL	GAINS	& LOSSES		
44 Shs BP ADR	1/19/10	5/4/10	2,216.05	2,732.60	(516.55)	STCL
.35 Sh COMMERCE BANCSHS	12/20/10	12/20/10	13.80	.01	13.79	STCG
118 Shs MDU RES. GROUP	1/19/10	4/15/10	2,588.22	2,744.25	(156.03)	STCL
.5 Sh OWNES & MINOR	1/19/10	4/1/10	15.16	- 0 -	15.16	STCG
103 Shs PIEDMONT NAT. GAS	1/19/10	10/7/10	3,039.19	2,738.10	301.09	STCG
SHORT TERM			7,872.42	8,214.96	(342.54)	

CHARLES B. RICHARDSON FAMILY FOUNDATION

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PART III - LINE - 5 AND PART XV - LINE 3A

	Date	Recipient	Date of Purchase	Cost Basis	# SHs	Company	FMV / Dollar amt. of Grant
1)	2/3/10	Good Shepherd Orphanage & School PO Box 27 Hebron KY 41048 (Haitian Relief)	(ck 1000)	1000.		Cash	1000.00
2)	12/3/10	Abba Care Inc. 200 Weems Ln. Winchester VA 22601 attention: Bonnie Johnson	(CK 1082)	4425.		Cash	4425.00
3)	12/3/10	C-CAP 112 S. KENT ST. WINCHESTER VA 22601 Attention: Fran Ri:	(CK1083)	4425.		Cash	4425.00
4)	11/24/10	Answers in Genesis PO BOX 510 HEBRON KY 41048 attn Joan [illegible] Hatton Sunday School Cirriculum	15/12/03 4/24/02	3,196 5,668	180 155	NOK GE	1733.40 2470.70
5)	11/24/10	New Hope Center 228 Thomas More Parkway Crestview Hills KY 41017 attention: Pam Glenn	5/12/03 10/26/99	7,119 363	245 15	GE BB&T	3905.30 355.95
6)	12/3/10	Winchester Union Rescue Mission 435 N. CAMERON ST. WINCHESTER VA 22601 attention: Pastor Lee Stone	(CK1084)	4425.		CASH	4425.00
7)	11/24/10	Village Missions PO Box 197 Dallas, OR 97338-0197 attention: Bryan Wechsler	1/31/06	6,679	420	NOK	4044.60
		TOTAL AMOUNT OF GRANTS		37300.			26785

Part III - Line 5

Other Decreases in Net Assets:

Adj for difference between FMV and Book Value of gifted assets

Statement 4

FMV	26785
Book Value	37300
Total Other Decrease	10515 Line 5

CHARLES B. RICHARDSON FAMILY FOUNDATION
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FORM 990 PF - PAGE 2 LINE 10b

SELF MANAGED ACCT.

# SHS	COMPANY	BOOK VALUE	TOTAL BOOK VALUE EA. ACCT.	FAIR MKT VALUE 12/31/10	FAIR MKT VALUE EA ACCT. 12/31/10
230	ACCENTURE	826541		1115270	
725	BB&T	1754956		1906025	
350	CHEVRON	1316974		3193750	
400	DOMINION RESOURCES	929670		1708800	
200	DOW CHEMICAL	857750		682800	
200	ENBRIDGE	845516		1128000	
200	EXXON MOBIL	720630		1462400	
300	FRONTIER COMM.	283568 →	ADJUSTED DOWN FOR RETURN OF CAPITAL OF 42.89	291900	
100	GE	295468		182900	
200	GENERAL MILLS	457987		711800	
300	JOHNSON & JOHNSON	1620950		1855500	
300	MEDTRONIC	1404404		1112700	
300	MICROSOFT	823944		837300	
500	NATIONAL FUEL GAS	1282922		3281000	
200	NAVIOS MARITIME PART.	344491 →	ADJUSTED DOWN FOR RETURN OF CAPITAL OF 52.76	389000	
200	PFIZER	472700		350200	
400	PROCTOR & GAMBLE	1993028		2573200	
200	PROGRESS ENERGY	905766		869600	
200	SUNCOR	727600		765800	
100	UNITED TECHNOLOGIES	750450		787200	
100	VERIZON	355465		357800	
		20197571		255629.45	
		CONT'D		CONT'D	

CHARLES B. RICHARDSON FAMILY FOUNDATION
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FORM 990 PF - PAGE 2 LINE 10b

TCW INVEST. MGMT. ACCT

# SHS	COMPANY	BOOK VALUE	TOTAL BOOK VALUE EA ACCT.	FAIR MKT. VALUE 12/31/10	FAIR MKT VALUE EA ACCT. 12/31/10
277	ALCOA	371198		426303	
31	ALLSTATE	94795		98828	
110	AMERICAN ELECT. PWR	423651		395780	
76	AMERICAN EXPRESS	304356		326192	
73	AMERIPRISE FIN'CL	241630		420115	
34	ANADARKO PETRO'LM	169508		258944	
160	AT&T	452586		470080	
92	BAKER HUGHES	345936		525964	
94	CA INC.	171753		229736	
140	CBS CORP CL B	207401		266700	
74	CHEVRON	517263		675250	
213	COMCAST	465306		467961	
71	CVS CAREMARK	195962		246867	
41	DANA HOLDING Co.	69684		70561	
222	DELL	416954		300810	
66	DEVON ENERGY	423547		518166	
87	ENSCO ADR	395712		464406	
454	FLEXTRONICS	429572		356390	
171	GAP	297796		378594	
206	GE	614594		376774	
188	HOLOGIC	370551		353816	
149	HOME DEP	371338		522394	
108	HONEYWELL INTL.	341938		574128	
209	INTEL	371781		439527	
35	IBM	327631		513660	
142	JPMORGAN CHASE	601151		602364	
65	KIMBERLY-CLARK	412916		409760	
167	KRAFT FOODS	518448		526217	
208	LENNAR CORP. CL A	212618		390000	
184	MBIA	97036		220616	
122	MEADWESTVACO	337358		319152	
142	MORGAN STANLEY	414182		386382	
498	MOTOROLA	507046		451686	
281	PFIZER	698903		492031	
558	SPRINT NEXTEL	250759		236034	
63	STATE STR CORP	258720		291942	
123	SYMANTEC	195688		205902	
		↓ CONT'D		↓ CONT'D	

CHARLES B. RICHARDSON FAMILY FOUNDATION
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FORM 990 PF - PAGE 2 LINE 10b

TCW INVEST MGMT ACCT. (CONT.)

# SHS	COMPANY	BOOK VALUE	TOTAL BOOK VALUE EA ACCT	FAIR MKT. VALUE 12/31/10	FAIR MKT VALUE EA ACCT. 12/31/10
434	TENET HEALTHCARE	199624		290346	
121	TEREX	247249		375584	
192	TEXTRON	381824		453888	
91	TIME WARNER	357052		292747	
111	TRAVELERS	478755		618381	
167	TYCO Electro, SWITZ	466996		591180	
107	TYCO INTL.	447519		443408	
64	US STEEL	237659		373888	
88	VALERO ENERGY	199742		203456	
59	WASTE MANAGEMENT	199321		217533	
84	WATSON PHARMACEUTICALS	250606		433860	
178	YAHOO	279805		296014	
		16643420		18800317	
		↓ CONT'D		↓ CONT'D	

CHARLES B. RICHARDSON FAMILY FOUNDATION
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FORM 990 PF - PAGE 2 LINE 10b

DSIP MGMT ACCT.

# SHS	COMPANY	BOOK VALUE	TOTAL BOOK VALUE EA ACCT.	FAIR MKT. VALUE 12/31/10	FAIR MKT. VALUE EA ACCT. 12/31/10
53	AFLAC	273359		299079	
33	AIR PRODUCTS & CHEM.	271409		300135	
93	ANALOG DEVICES	273694		350331	
105	AT&T	274050		308490	
64	AUTOMATIC DATA PROC.	273005		296192	
35	BECTON DICKINSON	270894		295820	
51	BROWN-FORMAN CLB	271878		355062	
35	CHEVRON	275967		319375	
44	CLOROX	272101		278432	
34	COLGATE-PALMOLIVE	272573		273258	
70	COMMERCE BANKSHARES	271790		278110	
52	CONOCO PHILLIPS	274905		354120	
71	CORP OFFICE PPTYS REIT	269874	→ ADJUSTED DOWN FOR RETURN OF CAPITAL of 36.96	248145	
82	EATON VANCE	269707		247886	
73	ELI LILLY	274745		255792	
55	EMERSON ELECT.	289188		314435	
56	ENERGEN	272626		270256	
43	EXXON MOBIL	285176		314416	
41	FACTSET RESEARCH SYS	270989		384416	
76	GENERAL MILLS	273674		270484	
39	GEN DYNAMICS	275558		276744	
27	GRANGER WW	273974		372897	
56	HARRIS CORP DEL	273455		253680	
56	ILLINOIS TOOL WORKS	270465		299040	
21	IBM	279465		308196	
44	JM SMUCKER	274390		288860	
42	J&J	275672		259770	
93	JOHNSON CONTROLS	275039		355260	
87	MARATHON OIL	274070		322161	
43	McDONALDS	272898		330068	
73	NEW JERSEY RES	272259		314703	
54	NEXTERA ENERGY	274130		280746	
75	NORDSTROM	271867		317850	
52	NORFOLK SOUTHERN	274448		326664	
96	NORTHEAST UTILITIES	291060		306048	
51	NOVARTIS ADR	275318		300645	
97	OWENS & MINOR	274563		285471	
		↓ CONT'D		↓ CONT'D	

29.45

CHARLES B. RICHARDSON FAMILY FOUNDATION

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FORM 990 PF - PAGE 2 LINE 10b

DSIP MGMT. ACCT. (CONT.)

# SHs	COMPANY	BOOK VALUE	TOTAL BOOK VALUE EA ACCT.	FAIR MKT VALUE 12/31/10	FAIR MKT VALUE EA ACCT 12/31/10
90	PAYCHEX	274213		278190	
44	PEPSICO	273955		287452	
60	POLARIS INDS	272319		468120	
34	PRAXAIR	275925		324598	
44	PROCTOR & GAMBLE	270239		283052	
73	SCANA CORP Com	275178		296380	
52	SIGMA ALDRICH	271788		346112	
96	SYSCO	272846		282240	
54	TARGET	272874		324702	
38	UNITED TECH	275066		299136	
51	WALMART	275441		275043	
32	3M CO	271586		276160	
		1344166 5		1495422 2	

RECAP	BOOK VALUE	FMV 12/31/10
RECAP OF EQUITIES - BOOK VALUE & FMV		
SELF MANAGED ACCT.	18970780	27670745
TCW INVEST. MGMT. ACCT.	16643420	18800317
DISP MGMT ACCT.	13441665	14954222
Total - Line 10b	490558,65	59217484

Part II, Line 15 (990-PF) - Other Assets

		-710	-3,045	21,078
	Description	Beginning Balance	Ending Balance	Fair Market Value
1	INVESTMENT IN KINDER MORGAN PARTNERSHIP	-710	-3,045	21,078
2				
3				
4				
5				
6				
7				
8				
9				
10				

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 5 - Decreases not included in Part III, Line 2

1	SEE ATTACHED STATEMENT 4	1	10,515
2	Total	2	10,515

Line 11 (990-PF) - Other Income

		-1,111	-1,111	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	INVESTMENT LOSS ON KINDER MORGAN K-1	-1,111	-1,111	
2			0	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

Line 16a (990-PF) - Legal Fees

		250	250	0	0
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	WILLIAMS MULLEN	250	250		
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 16b (990-PF) - Accounting Fees

		1,740	1,740	0	0
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	E I HARDY & COMPANY	1,740	1,740		
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		608	157	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FORM 990 PF - 2009	8			
2	FOREIGN TAXES	157	157		
3	PAYROLL TAXES	443			
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

		4,669	4,669	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Amortization See attached statement	0	0	0	0
2	BROKER ACCT MANAGEMENT FEES	4,628	4,628		
3	VA SCC REGISTRATION FEE	25	25		
4	OTHER EXPENSES	16	16		
5					
6					
7					
8					
9					
10					