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Form **990-PF**Department of the Treasury

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

For calendar year 2011 or tax year beginning , and ending A Employer identification number Name of foundation VIRGINIA SARGEANT REYNOLDS FOUNDATION 54-1595360 J.S. REYNOLDS, JR. Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number 7 OAK LANE 804-267-3625 City or town, state, and ZIP code C If exemption application is pending, check here RICHMOND, VA 23226 G Check all that apply Initial return Initial return of a former public charity D 1. Foreign organizations, check here Final return Amended return Foreign organizations meeting the 85% test, check here and attach computation Address change Name change X Section 501(c)(3) exempt private foundation Check type of organization. E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation under section 507(b)(1)(A), check here X Cash I Fair market value of all assets at end of year | J Accounting method Accruat If the foundation is in a 60-month termination, (from Part II, col. (c), line 16) Other (specify) under section 507(b)(1)(B), check here 1,269,256. (Part I, column (d) must be on cash basis.) ▶\$ Part | Analysis of Revenue and Expenses (d) Disbursements (a) Revenue and (b) Net investment (c) Adjusted net (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) for chantable purposes (cash pasis only) expenses per books income ıncome 90,000 N/A Contributions, gifts, grants, etc., received Check If the foundation is not required to attach Sch. 8 229 Interest on savings and temporary cash investments 229 STATEMENT 4,348. 4,348 STATEMENT 4 Dividends and interest from securities 5a Gross rents b Net rental income or (loss) 3,337.6a Net gain or (loss) from sale of assets not on line 10 ٠ مص 3,337. 7 Capital gain net income (from Part IV, line 2) 8 Net short-term capital gain Income modifications 10a Gross sales less returns and allowances V301 b Less Cost of goods sold c Gross profit or (loss) 727 <316.> STATEMENT 11 Other income 98,641 7,598. 12 Total. Add lines 1 through 11 0. 0. 13 Compensation of officers, directors, trustees, etc. 14 Other employee salaries and wages 15 Pension plans, employee benefits 357. Expenses STMT 357. 0. 16a Legal fees b Accounting fees c Other professional fees and Administrative 17 Interest STMT 5 3,034. 0. 0. 18 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications Ō. 10,572. 10,583. 23 Other expenses 24 Total operating and administrative 13,963. 10,940. expenses. Add lines 13 through 23 92,007 92,007. 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. 92,007. 105,970 10,940 Add lines 24 and 25 27 Subtract line 26 from line 12 <7**,**329.Þ 8 Excess of revenue over expenses and disbursements 0. b Net investment income (if negative, enter -0-) N/A C Adjusted net income (if negative, enter -0-) Form **990-PF** (2011) LHA For Paperwork Reduction Act Notice, see instructions.

VIRGINIA SARGEANT REYNOLDS FOUNDATION J.S. REYNOLDS, 54-1595360 Page 2 Part II Balance Sheets Attached schedules and amounts in the description Beginning of year End of year (a) Book Value (b) Book Value (c) Fair Market Value Cash - non-interest-bearing 25,629. 11,286. 25,629. 2 Savings and temporary cash investments 3 Accounts receivable ► Less allowance for doubtful accounts 4 Pledges receivable ► Less: allowance for doubtful accounts 5 Grants receivable 6 Receivables due from officers, directors, trustees, and other disqualified persons 7 Other notes and loans receivable Less allowance for doubtful accounts 8 Inventories for sale or use 9 Prepaid expenses and deferred charges ... 10a Investments - U.S. and state government obligations b Investments - corporate stock c Investments - corporate bonds 11 Investments - land, buildings, and equipment basis Less: accumulated depreciation 12 Investments - mortgage loans STMT 7 784,086. 762,414. 702,081. 13 Investments - other 66,550. 14 Land, buildings, and equipment basis 66,550. 66,550. 541,546. Less: accumulated depreciation 15 Other assets (describe ▶ 861,922. 854,593. 1,269,256. 16 Total assets (to be completed by all filers) 17 Accounts payable and accrued expenses 18 Grants payable 19 Deferred revenue Loans from officers, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable 22 Other liabilities (describe 0. 0. 23 Total liabilities (add lines 17 through 22) Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. Net Assets or Fund Balances 24 Unrestricted 25 Temporarily restricted 26 Permanently restricted ightharpoons XFoundations that do not follow SFAS 117, check here and complete lines 27 through 31. 861,922 854,593 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg, and equipment fund Ο. 29 Retained earnings, accumulated income, endowment, or other funds 861,922. 854,593 30 Total net assets or fund balances...

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)	. 11	861,922.
2	Enter amount from Part I, line 27a	2	<7,329.>
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	854,593.
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	854,593.

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31 Total liabilities and net assets/fund balances

861,922.

854,593

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		acquired ay, yr)	(d) Date sold (mo., day, yr)	
1a									
b SEE ATTACHED	STATEMENT			ļ					
<u>C</u>				 		_			
<u>d</u>			-	-					
<u>e</u>	(0.5								
(e) Gross sales price	(f) Depreciation allowed (or allowable)		t or other basis epense of sale				ain or (loss s (f) minus		
<u>a</u>		·							
<u>b</u>								 	
c d								 	
e 81,435.			78,09	R.				3,337.	
	ig gain in column (h) and owned	by the foundation		•		II) Garne /C	of (h) gain		
	(j) Adjusted basis	- 1	cess of col (I)			ol. (k), but r	not less tha	n -0-) or	
(i) F M V as of 12/31/69	as of 12/31/69		col. (j), if any			Losses	(from col ((h))	
<u>a</u>				\dashv					
<u>b</u>									
d d				\dashv					
e			<u> </u>	+				3,337.	
	C 16			$\overline{}$				37337.	
2 Capital gain net income or (net ca	apital loss) { If (loss), enter	nter in Part I, line : r -0- in Part I, line	, 7 .	}	2			3,337.	
3 Net short-term capital gain or (los) and (6)		5					
If gain, also enter in Part I, line 8,				 			N/A		
If (loss), enter -0- in Part I, line 8 Part V Qualification U	Inder Section 4940(e) 1	or Reduced	Tay on Net	Inv	stment In	come	N/A		
<u> </u>						COME		-	
(For optional use by domestic private	e foundations subject to the secui	on 4940(a) tax on	net investment in	icome)				
If section 4940(d)(2) applies, leave t	his part blank								
Was the foundation liable for the sec	tion 4042 tay on the distributable	amount of any vo	ar in the bace pe	nod2				Yes X No	
If "Yes," the foundation does not qua				iiuu '				TES TT IND	
	each column for each year, see in			es					
(a)	(b)		<u> </u>	(c)	, .			(d)	
Base periód years Calendar year (or tax year beginni	A discontant assault and	distributions	Net value of no		itable-use asset	s	(col (b) dr	bution ratio vided by col. (c))	
2010		85,800.		614,972			13951		
2009		78,540.			650,50	2.			
2008		81,708.	•	1	,014,91				
2007		71,375.		1	,243,90	0.			
2006		71,494.		1	,118,15	1.			
2 Total of line 1, column (d)						2		.462083	
3 Average distribution ratio for the	5-year base period - divide the to	otal on line 2 by 5,	or by the number	r of ye	ars				
the foundation has been in existe	nce if less than 5 years					3		.092417	
4 Enter the net value of noncharital	ble-use assets for 2011 from Part	t X, line 5				. 4		612,787.	
5 Multiply line 4 by line 3		-				5		56,632.	
							İ		
6 Enter 1% of net investment incor	me (1% of Part I, line 27b)					. 6		0.	
7 Add lines 5 and 6						7		56,632.	
8 Enter qualifying distributions from	m Part XII. line 4					8		92,007.	
, , ,	•	line 1h and com-)/ tou to	_ 0	I	72,001.	
If line 8 is equal to or greater that See the Part VI instructions.	n me 7, check the box in Part VI,	ille 10, and comp	nete that part usir	ıg a 1°	% tax fate				

VIRGINIA SARGEANT REYNOLDS FOUNDATION

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_	rt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see	nstru	ctior	ıs)
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 X and enter 1%			0.
	of Part I, line 27b			
C	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			0.
3	Add lines 1 and 2			0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			0.
6	Credits/Payments:			
а	2011 estimated tax payments and 2010 overpayment credited to 2011 6a			
b	Exempt foreign organizations - tax withheld at source 6b			
C	Tax paid with application for extension of time to file (Form 8868) 6c			
d	Backup withholding erroneously withheld			
7	Total credits and payments Add lines 6a through 6d			0.
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			0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ▶ Refunded ▶ 11			
Pa	rt VII-A Statements Regarding Activities			
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in		Yes	
	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)?	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?	10		X
đ	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation ► \$ (2) On foundation managers ► \$			
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation			
	managers > \$O.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or			
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		Х
	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		<u> </u>
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	,	X
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	By language in the governing instrument, or			
	By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law	1_	v	
_	remain in the governing instrument?	6	X	<u> </u>
7	Did the foundation have at least \$5,000 in assets at any time during the year?	7	X	<u> </u>
_	If "Yes," complete Part II, col. (c), and Part XV.	Į		
82	Enter the states to which the foundation reports or with which it is registered (see instructions)			
_	VA			
b	of the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)		v	1
_	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	_		v
	year 2011 or the taxable year beginning in 2011 (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

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Pa	rt VII-A Statements Regarding Activities (continued)			
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of			
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?	ŀ		
	If "Yes," attach statement (see instructions)	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 ► J.S. REYNOLDS, JR. Telephone no ►804-2			
	Located at ► 7 OAK LANE, RICHMOND, VA ZIP+4 ►2	3226		
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	N	/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
	securities, or other financial account in a foreign country?	16	<u> </u>	<u>X</u>
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign	ļ		
	country	_l		<u> </u>
PE	art 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?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)	j		
	a disqualified person? Yes X No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X No.			
	.,			
	or 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 instructions)? N/A	4.		
	, , , , , , , , , , , , , , , , , , , ,	1b	<u> </u>	_
	Organizations relying on a current notice regarding disaster assistance check here	İ		
·	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected	1.		х
9	before the first day of the tax year beginning in 2011? Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation	10	-	Α_
-	defined in section 4942(j)(3) or 4942(j)(5))			
,	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning			
٠	before 2011? Yes X No			
	If "Yes," list the years \blacktriangleright			
t	a 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		1
(If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		1	
	>	- [
3:	a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
	during the year?			
ı	If "Yes," did it have excess business holdings in 2011 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 2011.) N/A	3b	<u>L</u>	
48	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		Х
ı	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 2011?	4b	<u>L</u>	X
		orm 99)-PF	(2011)

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

101111 330 11 120117				1	
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Part VIII Paid Employees, and Contractors (continued) 3 Five highest-paid independent contractors for professional services. If none, ent	or "NONE "	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE	(b) Type of Service	(C) Compensation
Total number of others receiving over \$50,000 for professional services Part IX-A Summary of Direct Charitable Activities		▶ 0
List the foundation's four largest direct charitable activities during the tax year. Include relevant state	retical information such as the	
number of organizations and other beneficiaries served, conferences convened, research papers pr		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 of	on lines 1 and 2	Amount
1 N/A		1
		i
2		
]
All other program-related investments See instructions.		:
3		-
		1
Total. Add lines 1 through 3	>	0.
	·	Form QQ0_DE (2011)

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P.	art A Milnimum investment Return (All domestic foundations must complete this part. Foreign fou	ndations, se	e instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
а	Average monthly fair market value of securities	_ 1a	612,297. 9,822.
b	Average of monthly cash balances	1b	9,822.
C	Fair market value of all other assets	10	
đ	Total (add lines 1a, b, and c)	1d	622,119.
е	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	622,119.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,332.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	612,787.
6_	Minimum investment return. Enter 5% of line 5	6	30,639.
P	pistributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are the foreign organizations check here and do not complete this part.)	nd certain	
1	Minimum investment return from Part X, line 6	1	30,639.
2a	Tax on investment income for 2011 from Part VI, line 5		
b	Income tax for 2011 (This does not include the tax from Part VI)		
C	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	30,639.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	30,639.
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	30,639.
P	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		00 007
а	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	92,007.
þ	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		
а	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	92,007.
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	92,007.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation 4940(e) reduction of tax in those years	qualifies for th	ie section

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI,	- 1			
tine 7				30,639.
2 Undistributed income, if any, as of the end of 2011	1111-			
a Enter amount for 2010 only			0.	
b Total for prior years:				
,,		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006 8, 211.				
b From 2007 11,230.				
c From 2008 31,006.				
d From 2009 46,015.				
e From 2010 55,051.				
f Total of lines 3a through e	151,513.		***************************************	
4 Qualifying distributions for 2011 from				
Part XII, line 4 ► \$ 92,007.				
a Applied to 2010, 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.		,	20 620
d Applied to 2011 distributable amount	61 260	······		30,639.
e Remaining amount distributed out of corpus	61,368.	' - - - - - - - - - - - - - - - - - - 		
5 Excess distributions carryover applied to 2011 (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:				
2 Corpus Add lines 3f, 4c, and 4e Subtract line 5	212,881.			
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 2010 Subtract line				
4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2011. Subtract				
lines 4d and 5 from line 1. This amount must				
be distributed in 2012		, ,		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 2006	0 011			
not applied on line 5 or line 7	8,211.			
9 Excess distributions carryover to 2012.	204 670			
Subtract lines 7 and 8 from line 6a	204,670.			
10 Analysis of line 9			***************************************	
a Excess from 2007 11,230.				
b Excess from 2008 31,006.				
c Excess from 2009 46,015.				
d Excess from 2010 55,051.				
8 Excess from 2011 61, 368.	· · · · · · · · · · · · · · · · · · ·	<u> </u>		5 000 DE (0044)

MRS. VIRGINIA SARGEANT REYNOLDS, (804) 267-3625

5621 CARY STREET ROAD, RICHMOND, VA 23226

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

LETTER

c Any submission deadlines:

NONE

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

NONE

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Part XV Supplementary Information (continued) Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Foundation Purpose of grant or show any relationship to Amount any foundation manager status of contribution Name and address (home or business) or substantial contributor recipient a Paid during the year **ART 180** NONE PUBLIC CHARITY TO PROVIDE FUNDS FOR O BAST 4TH STREET OPERATION OF RICHMOND, VA 23224 ORGANIZATION 2,000. ARTHRITIS FOUNDATION PUBLIC CHARITY TO PROVIDE FUNDS FOR NONE 3805 CUTSHAW AVENUE OPERATION OF RICHMOND, VA 23230 ORGANIZATION 1,000. ASSOCIATION FOR THE PRESERVATION OF NONE PUBLIC CHARITY TO PROVIDE FUNDS FOR VIRGINIA ANTIQUITIES OPERATION OF 204 WEST FRANKLIN STREET ORGANIZATION RICHMOND, VA 23220 1,000. BOYS & GIRLS CLUB OF RICHMOND VA NONE PUBLIC CHARITY TO PROVIDE FUNDS FOR 3601 BRANCH AVENUE OPERATION OF RICHMOND, VA 23222 ORGANIZATION 10,000. CHILD CARE INTERNATIONAL NONE PUBLIC CHARITY TO PROVIDE FUNDS FOR OPERATION OF PHILADELPHIA, PA ORGANIZATION 1,000. SEE CONTINUATION SHEET(S) ▶ 3a 92,007. Total b Approved for future payment NONE Total **▶** 3b

Part XV Supplementary Information 3 Grants and Contributions Paid During the You				· -
Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	recipient	Contribution	
COLLEGIATE SCHOOLS - RICHMOND, VA	NONE	school	TO PROVIDE FUNDS FOR	
103 NORTH MOORELAND ROAD			OPERATION OF SCHOOL	
RICHMOND, VA 23229				5,000
ELK HILL	NONE	DIDITC CUARTON	TO PROVIDE FUNDS FOR	
3802 CHAMBERLAYNE AVENUE	NONE	FOBLIC CHARIII	OPERATION OF	
RICHMOND, VA 23227			ORGANIZATION	2,000
FRIENDS OF HOLLYWOOD CEMETERY	NONE	PUBLIC CHARITY	TO PROVIDE FUNDS FOR	
412 SOUTH CHERRY STREET			OPERATION OF	
RICHMOND, VA 23220			ORGANIZATION	5,000
GROTON SCHOOL	NONE	SCHOOL	TO PROVIDE FUNDS FOR	
282 FARMERS ROW	NONE	Benool	OPERATION OF SCHOOL	
GROTON, MA 01450				10,000
HISTORIC RICHMOND FOUNDATION	NONE	PUBLIC CHARITY	TO PROVIDE FUNDS FOR	
4 E MAIN STREET, SUITE 1C			OPERATION OF	
RICHMOND, VA 23219			ORGANIZATION	1,007
I CARGEANE REPORT DE COMPENIUM COLLEGE	NONE	SCHOOL	TO PROVIDE BURING FOR	
J SARGEANT REYNOLDS COMMUNITY COLLEGE P.O. BOX 26924	NONE	SCHOOL	TO PROVIDE FUNDS FOR OPERATION OF SCHOOL	
RICHMOND, VA 23261				10,000
MASSEY CANCER CENTER	NONE	PUBLIC HOSPITA	LTO PROVIDE FUNDS FOR	
P.O. BOX 980214 RICHMOND, VA 23298			OPERATION OF HOSPITAL	1,000
			:	
NOAH'S CHILDREN	NONE	PUBLIC CHARITY	TO PROVIDE FUNDS FOR	
5855 BREMO ROAD, SUITE 406			OPERATION OF	
RICHMOND, VA 23226			ORGANIZATION	1,000
PETER PAUL DEVELOPMENT CENTER	NONE	סנופן,זי כעצטיייי	TO PROVIDE FUNDS FOR	
1708 NORTH 22ND STREET			OPERATION OF	
RICHMOND, VA 23233			ORGANIZATION	2,00
RICHMOND BETTER HOUSING COALITION	NONE	PUBLIC CHARITY	TO PROVIDE FUNDS FOR	
23 WEST BROAD STREET, SUITE 100 RICHMOND, VA 23241			OPERATION OF ORGANIZATION	1,00
Total from continuation sheets	l	·	P.1. WILL 2011	77,00

3 Grants and Contributions Paid During the Ye	ear (Continuation)			
Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or	Amount
Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	contribution	
RICHMOND HILL	NONE	PUBLIC CHARITY	TO PROVIDE FUNDS FOR	
2209 EAST GRACE STREET			OPERATION OF	
RICHMOND, VA 23223			ORGANIZATION	5,00
ST. CATHERINE'S SCHOOL	NONE	SCHOOL	TO PROVIDE FUNDS FOR	
6001 GROVE AVENUE	NONE	БСПООВ	OPERATION OF SCHOOL	
RICHMOND, VA 23226			or action of school	5,00
ST. CHRISTOPHER'S SCHOOL	NONE	SCHOOL	TO PROVIDE FUNDS FOR	
711 ST. CHRISTOPHERS ROAD			OPERATION OF SCHOOL	
RICHMOND, VA 23226				5,00
ST. GEORGE'S SCHOOL	NONE	SCHOOL	TO PROVIDE FUNDS FOR	
P.O. BOX 1910			OPERATION OF	5 00
NEWPORT, RI 02840			ORGANIZATION	5,00
STRATFORD HALL	NONE	PUBLIC CHARITY	TO PROVIDE FUNDS FOR	
2125 HILLIARD ROAD			OPERATION OF	
RICHMOND, VA 23228			ORGANIZATION	1,00
			!	
THE RICHMOND BALLET	NONE	PUBLIC CHARITY	TO PROVIDE FUNDS FOR	
115 W BROAD STREET			OPERATION OF	1 00
RICHMOND, VA 23220			ORGANIZATION	1,00
THE VALENTINE RICHMOND HISTORY CENTER	NONE	PUBLIC CHARITY	TO PROVIDE FUNDS FOR	
1015 EAST CLAY STREET			OPERATION OF	
RICHMOND, VA 23219			ORGANIZATION	2,00
THE VIRGINIA STATE LIBRARY	NONE	PUBLIC CHARITY	TO PROVIDE FUNDS FOR	
800 E BROAD STREET			OPERATION OF	1 00
RICHMOND, VA 23219			ORGANIZATION	1,00
THE VIRGINIA VOICE	NONE	PUBLIC CHARITY	TO PROVIDE FUNDS FOR	
P.O. BOX 15546			OPERATION OF	
RICHMOND, VA 23227			ORGANIZATION	1,00
THEATRE IV	NONE	PUBLIC CHARITY	TO PROVIDE FUNDS FOR	
114 WEST BROAD STREET RICHMOND, VA 23220			OPERATION OF HOSPITAL	1 00
Total from continuation sheets	<u> </u>		'	1,00

Part XV **Supplementary Information** Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Foundation Purpose of grant or show any relationship to Amount contribution status of any foundation manager Name and address (home or business) recipient or substantial contributor VIRGINIA HISTORICAL SOCIETY -NONE PUBLIC CHARITY TO PROVIDE FUNDS FOR OPERATION OF SOCIETY RICHMOND, VA 428 NORTH BOULEVARD RICHMOND, VA 23220 3,000. PUBLIC CHARITY TO PROVIDE FUNDS FOR NONE VIRGINIA HOME - RICHMOND, VA 1101 HAMPTON STREET OPERATION OF RICHMOND, VA 23220 ORGANIZATION 6,000. PUBLIC CHARITY TO PROVIDE FUNDS FOR VIRGINIA LEAGUE OF PLANNED PARENTHOOD NONE - RICHMOND, VA OPERATION OF 3415 FLOYD AVENUE ORGANIZATION RICHMOND, VA 23221 1,000. YMCA NONE PUBLIC CHARITY TO PROVIDE FUNDS FOR 2 WEST FRANKLIN STREET OPERATION OF RICHMOND, VA 23220 ORGANIZATION 1,000. ZION CROSSROADS VOLUNTEER FIRE NONE PUBLIC CHARITY TO PROVIDE FUNDS FOR DEPARTMENT OPERATION OF 409 POINDEXTER ROAD ORGANIZATION LOUISA, VA 23093 1,000. Total from continuation sheets

C/O J.S. REYNOLDS, JR.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelate	ed business income	Exclud	led by section 512, 513, or 514	(a)		
·	(a) Business	(b) Amount	(C) Exclu- sion	(d) Amount	(e) Related or exempt function income		
1 Program service revenue	code	74mount	code	Airiount	iunction income		
a				_			
b							
C							
d	ļ						
e							
f							
g Fees and contracts from government agencies	ļ						
2 Membership dues and assessments	<u> </u>						
3 Interest on savings and temporary cash			ا ، ا	200			
investments			14	229.			
4 Dividends and interest from securities			14	4,348.			
5 Net rental income or (loss) from real estate							
a Debt-financed property							
b Not debt-financed property	<u> </u>						
6 Net rental income or (loss) from personal			j [
property .							
7 Other investment income			14	<316.	>		
8 Gain or (loss) from sales of assets other				2 22 -			
than inventory			18	3,337.			
9 Net income or (loss) from special events			 				
10 Gross profit or (loss) from sales of inventory							
11 Other revenue.	i			1 040			
a INCOME TAX REFUND			01	1,043.			
b			\vdash		<u>-</u> .		
C							
d							
e				0 (41			
12 Subtotal Add columns (b), (d), and (e)		0.		8,641.	0.		
13 Total. Add line 12, columns (b), (d), and (e)				13	8,641.		
(See worksheet in line 13 instructions to verify calculations)							
Part XVI-B Relationship of Activities t	to the Acc	omplishment of Ex	kemp	t Purposes			
Line No. Explain below how each activity for which inco	ma in rapadad	in column (a) of Dort VVII A	- contrib	usted importantly to the econ	anisahmant of		
the foundation's exempt purposes (other than			COILLID	nuted importantly to the accord	ibiiziii ileiif oi		
▼	o, promeing to	, , , , , , , , , , , , , , , , , , ,		** -			
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123621 12-02-11			·		Form 990-PF (2011)		

Form 990-PF (2011) C/O J.S. REYNOLDS, JR.

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1. Dot the organization directly or indirectly engage in any of the following with any other organization directly or indirectly engage in any of the following schedules are section \$27, related to, one or more bax-exempt organizations? 1. Transfers from the reporting boundation to a noncharitable exempt organization of (1) Cash (2) Other assets (3) Sites of assets to a nencharitable exempt organization (3) Facility of facilities, equipment, indirectly exempt organization (4) Remburstment arrangements (5) Remburstment arrangements (5) Remburstment arrangements (5) Losins or fean agranities (6) Performance of services or membership or fundrasing solicitations (7) Losins or fean agranities (8) Remburstment arrangements (9) Losins or fean agranities (10) Losins or fean agranities (11) Losins or fean agranities (11) Losins or fean agranities (12) Losins of fean agranities (13) Losins of fean agranities (14) Losins of fean agranities (15) Losins of fean agranities (16) Losins of fean agranities (17) Losins of fean agranities (18) Losins of fean agranities (18) Losins of fean agranities (19) Losins of fean agranities (19) Losins of	Part XVII	Information Re Exempt Organ		sfers To a	nd Transactions	and Relationsh	ips With Nonchar	itable)	
the Code (other than section 501(c)(3) organizations) or in section 527, reliting to political organizations? I Trassless from the reporting foundation to a noncharitable exempt organization of (1) Cash Differ translations (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets 1b(4) X (4) Rembursone of services or membership or fundationing solicidations (5) Loans or loan guarantees (6) Performance of services or membership or fundation generated energy organization to the foundation received by the reporting foundation if the foundation received less than four market value in any transaction or sharing arrangement, show in column (6) that value in the quote of the goods, other assets, or sea demployees (a) Live no (b) Amount modified (c) I make of organization (c) Name of organization (d) Description of traders, transactions, and a transparency make it is reported for the sections 501(c)(3) or in section 501(c)(3	1 Did the org	<u>_</u>		of the following	g with any other organizati	on described in section	on 501(c) of		Yes	No
(1) Sales of assets to a nonchartable exempt organization (1) Sales of assets to a nonchartable exempt organization (2) Purchases of assets from a nonchartable exempt organization (3) Rental of facilities, equipment, or other assets (4) Rental soft facilities, equipment, arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundrasing solicidations (6) Performance of services or membership or fundrasing solicidations (6) Performance of services or membership or fundrasing solicidations (6) Performance of services or membership or fundrasing solicidations (6) Performance of services or membership or fundrasing solicidations (6) Performance of services or membership or fundrasing solicidations (6) Performance of services or membership or fundrasing solicidations (6) Performance of services or membership or fundrasing solicidations (6) Performance of services or membership or fundrasing solicidations (7) Amount involved (7) In the condition of the boundation or services service or services given by the apporting foundation if the boundation received sets than fair market value in any transaction of sharing amangements, show in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? 2a Is the foundation directly or indirectly attributed with, or related to, one or more tax-exempt organization of sharing amangements. And the properties of the p							• •			
(2) Other assets Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of factiones, equipment, and or other assets (4) Remotursment arrangements (5) Loans or other assets (5) Loans or other assets (5) Loans or other assets (6) Performance of services or membership or fundrating solicitations (6) Performance of services or membership or fundrating solicitations (6) Performance of services or membership or fundrating solicitations (7) Loans or other assets (8) Annual market value of the goods, other assets, or paid employees (8) Line no one by the reporting foundation retired less than fair market value in any transaction or sharing arrangement, show in column (6) the value of the goods, other assets, or services received (8) Line no (9) Annual movived (6) Name of noncharitable exempt organization (6) Dissophion of herefore, and always employees (9) Line no (10) Annual movived (10) Name of noncharitable exempt organization (10) Dissophion of herefore, and always employees (10) Line no (10) Annual movived (10) Name of noncharitable exempt organization (10) Dissophion of herefore, breakfully the present organization (10) Dissophion of herefore, and always employees (10) Line no (10) Annual movived (10) Name of noncharitable exempt organization (10) Dissophion of herefore, and always employees (10) Line no (10) Annual movived (10) Name of noncharitable exempt organization (10) Dissophion of herefore, breakfully the PER dissors to the prepare of the following schedule (10) Name of organization (10) Type of organization (10) Dissophion of herefore, breakfully the PER dissors to the prepare of the following schedule (10) Name of organization (10) Type of organization of which prepare the any horizontal prepare the following schedule (10) Name of organization of the following schedule (10) Name of organization of the following schedule (10) Name of organization of the following schedule (10) Name of organization of the f	a Transfers f									
Other transactions (1) Sales of a seets to a nonchamitable exempt organization (2) Purchase of a seets from a nonchamitable exempt organization (3) Rental of facilities, equipment, or other seets (4) Rembursament arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations (5) Itanian or facilities, equipment, making lasts, other assets, or sand employees (6) Performance of services or rembership or fundraising solicitations (7) Itanian or facilities, equipment, making lasts, other assets, or sand employees (8) Itanian 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 (4) the value of the goods, other assets, or services exerted (9) Amount involved (1) Amount involved (1) Amount involved (1) Amount involved (2) Name of noncharitable exempt organizations (3) Loans or foundation directly or indirectly affiniated 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? (2) Italian is action 501(c) of the Code (other than section 501(c)(3)) or in section 527? (3) Italian is action 501(c) of the Code (other than section 501(c)(3)) or in section 527? (4) Barne of organization (5) Italian is action 501(c) of the Code (other than section 501(c)(3)) or in section 527? (6) Description of relationship (6) Description of relationship (6) Description of relationship (7) A (8) Type of organization (6) Description of relationship (9) Amount involved (9) Amount involved (1) Amount involved (1) Type of organization (1) Type of organization (1) Type of organization (1) Type of organization (1) Type of organization (1) Type of organization (1) Type of organization (1) Type of organization (1) Type of organization (1) Type of organization (1) Type of organization (1) Type of organization (1) Type of organization (1) Type of organization (1) Type of organ	(1) Cash									
11) Sales of assetts for an onechantable exempt organization 15(2) X	(2) Other	assets						1a(2)		X
(a) Rembusement arrangements	b Other trans	sactions								_
(a) Remaintenent arrangements 140	• •							1b(1)		
(4) Rembursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations (7) Performance of services or membership or fundraising solicitations (8) Performance of services or membership or fundraising solicitations (9) Performance of services or services or services in the following schedule Column (b) should always show the fair market value of the goods, other assets, or services generally the reporting foundation if the foundation received less than fair market value in any transaction or sharing arrangement, show in column (g) the value of the goods, other assets, or services fearement (a) Line no (b) Amount involved (c) Name of nonchantable exempt organization (d) Description of transfers, transactions, and sharing arrangements N/A 22 Is the foundation directly or indirectly affinisted 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? B If Yes, complete the following schedule (a) Name of organization (b) Type of organization (c) Description of relationship N/A Under penalties of perjuny, I declare that 15 pergarent organization is section of an abharmation of which programs are statements, and to the best of my knowledge in the continuation of the penalties of perjuny, indicate that 15 pergarent is set to see the continuation of the penalties of perjuny, indicate that 15 pergarent is set to see the continuation of which programs are sharing in the section of the penalties of perjuny, indicate that 15 pergarent is set to see the continuation of which programs as any knowledge in the continuation of which programs as any knowledge in the continuation of which programs as any knowledge in the continuation of which programs as any knowledge in the continuation of which programs as any knowledge in the continuation of which programs as any knowledge in the continuation of which programs as any knowledge in the continuation of which programs as any knowl	(2) Purch	ases of assets from a noi	ncharitable exempt	organization .	•	-		1b(2)		
(S) Leans or loan guarantees (B) Performance of services or membership or fundraising solicitations (B) Performance of services or membership or fundraising solicitations (C) Performance of services or membership or fundraising solicitations (B) Leans of the above is Yes, complete the following schedulic Column (b) should always show the fair market value of the goods, other assets, or services received (B) Leans of (B) Amount involved (C) Name of noncharitable exempt organization (B) Amount involved (C) Name of noncharitable exempt organization (B) Amount involved (C) Name of noncharitable exempt organization (B) Description of transfers, barrisactions, and sharing amargaments N/A (B) Name of organization (B) Name of organization (B) Type of organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? (B) If Yes, complete the following schedulis (B) Name of organization (B) Type of organization (B) Type of organization (c) Description of relationship (C) Description of relationship (C) Description of relationship (B) N/A (B) Type of organization (C) Description of relationship (C) Description of relationship (B) Type of organization (C) Description of relationship (B) Type of organization (C) Description of relationship (B) Type of organization (C) Description of relationship (C) Description of relationship (B) Type of organization (B) Type of organization (C) Description of relationship (B) Type of organization (B) Type of organization (B) Type of organization (C) Description of relationship (B) Type of organization (B) Description of relationship (B) Type of organization (B) Description of relationship (B) Description of relationship (B) Type of organization (B) Description of relationship (B) Description of relationship (B) Type of organization (B) Description of relationship (B) Descr	• •				• •	-				
(ii) Performance of services or membership or fundrishing solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees 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 green by the reporting foundation. If the foundation received lies than fair market value in any transaction or sharing arrangement, show in column (g) the value of the goods, other assets, or services received. (g) Live no (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of marketin, transactions, and sharing arrangements N / A (d) Description of marketin, transactions, and sharing arrangements in section 501(c) of the Code (other than section 501(c)(3)) or in section 521? b) If "Yes," complete the following schedule (a) Name of organization (b) Type of organization (c) Description of relationship N / A (e) Description of relationship (b) Type of organization (c) Description of relationship N / A (e) Description of relationship N / A (f) Description of relationship (iii) Type of organization (c) Description of relationship N / A (f) Description of relationship N / A (f) Description of relationship (iii) Type of organization (c) Description of relationship N / A (f) Description of relationship										
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d if the answer to any of the above is "ves," 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) Live no (b) Amount involved (c) Name of nonchantable exempt organization (d) Description of transfers, transactions, and sharing amargements 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? b if "ves," complete the following schedule (a) Name of organization (b) Type of organizations described (a) Name of organization (c) Description of relationship N/A (b) Type of organization (c) Description of relationship N/A Under possitive of pripart, I declare that I bett parameter of perpury, s based on all information of which prepare has any knowledge and belief, it is true, correct, and cognitive following accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and desprise following accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and desprise following accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and desprise following accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and desprise following accompanying schedules and statements and to the best of my knowledge and belief, it is true, correct, and desprise following accompanying schedules and statements. Sign Pripart Pripart Pripa	• •		•	•					<u> </u>	
or services given by the reporting foundation if the foundation eceived less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services eccents in the column (d) the value of the goods, other assets, or services eccent in the column (d) the value of the goods, other assets, or services eccent in the column (d) the value of the goods, other assets, or services eccent in the column (d) the value of the goods, other assets, or services eccent in the column (d) the value of the goods, other assets, or services eccent in the column (d) the value of the goods, other assets, or services eccent in the column (d) the value of the goods, other assets, or services eccent in the column (d) the value of the goods, other assets, or services eccent in the column (d) the column (d) the value of the goods, other assets, or services eccent in the column (e) the column (d) the column (e) the col	-		•		•				<u> </u>	I X
(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? b if Yes, complete the following schedule (a) Name of organization (b) Type of organization (e) Description of relationship N/A Under penalties of pepury, I decide that perfect when the perfect of preparer (other than tax payer) as based on all information of which preparer has any knowledge and statements, and to the best of my knowledge a									sets,	
(a) Amount myolved (b) Name of nonchantable exempt organization (c) Name of nonchantable exempt organization (d) Description of transfers, transactions, and sharing amangements 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? (a) Name of organization (b) Type of organization (c) Description of relationship N/A Sign Here Under penalties of pengur, I declare that I be propagation to the less of my knowledge and elationers, and to the best of my knowledge and elationers, and to					eo iess than fair market vai	ue in any transaction	or snaring arrangement, s	now in		
N/A 2a Is the foundation directly or indirectly stilliated 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? b. If Yes, complete the following schedule (a) Name of organization (b) Type of organization (c) Description of relationship N/A Index penalties of perjury, I declare that I be the same than it is true, correct, and cooperful bequated of preparer (other than tax payer) is based on all information of which preparer has any knowledge and select, it is true, correct, and cooperful bequated of preparer (other than tax payer) is based on all information of which preparer has any knowledge and select, it is true, correct, and cooperful bequated of preparer (other than tax payer) is based on all information of which preparer has any knowledge and select, it is true, correct, and cooperful bequated of preparer (other than tax payer) is based on all information of which preparer has any knowledge. Index penalties of perjury, I declare that I be the same than it to true, correct, and cooperful bequated of preparer (other than tax payer) is based on all information of which preparer has any knowledge. Index penalties of perjury, I declare that I be the same than it to true, correct, and cooperful bequated of preparer (other than tax payer) is based on all information of which preparer has any knowledge. Index penalties of perjury, I declare that I be the same than it to true, correct, and cooperful because this structure. Index penalties of penjury, I declare that I be the same than it to true, correct, and cooperful because this structure. Index penalties of penjury, I declare that I be the same than it to true, correct, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and statements, and to the best of my knowledge and s					exempt organization	(d) Description	of transfers transactions and s	hanna ar	rangeme	nte.
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Paid Preparer Use Only Firm's address ► 7201 GLEN FOREST DR., SUITE 311 RICHMOND, VA 23226 Reff- employed P00074597 Pond Preparer Pond Pond Pond Pond Pond Pond Pond Pond	Sign			Droporode a			Chack of DTIN			
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Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

VIRGINIA SARGEANT REYNOLDS FOUNDATION C/O J.S. REYNOLDS, JR.

Employer identification number

54-1595360

Organization type (check one):						
Filers of:	Section:					
Form 990 or 990-EZ	501(c)() (enter number) organization					
	4947(a)(1) nonexempt charitable trust not treated as a private foundation					
	527 political organization					
Form 990-PF	X 501(c)(3) exempt private foundation					
	4947(a)(1) nonexempt charitable trust treated as a private foundation					
	501(c)(3) taxable private foundation					
	s covered by the General Rule or a Special Rule . (7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.					
X For an organization contributor. Comp	n filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one lete Parts I and II.					
Special Rules						
509(a)(1) and 170(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.					
For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, chantable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.						
For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.						
but it must answer "No" on	hat is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), in Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).					

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

VIRGINIA SARGEANT REYNOLDS FOUNDATION

C/O J.S. REYNOLDS, JR.

Employer identification number

54-1595360

Part I	Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.
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(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	VIRGINIA S. REYNOLDS	00.000	Person X Payroll
	S621 CARY STREET ROAD RICHMOND , VA 23226	\$90,000.	Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		*	Person Payroll Noncash (Complete Part II if there is a noncash contribution.
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash Complete Part II if there is a noncash contribution.
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		 \$	Person Payroll Noncash (Complete Part II if there Is a noncash contribution.

123452 01-23-12

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

VIRGINIA SARGEANT REYNOLDS FOUNDATION

C/O J.S. REYNOLDS, JR.

Employer identification number

54-1595360

Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

art II	Noncash Property (see instructions). Use duplicate copies of Part	II if additional space is needed.	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		 \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
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(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		_	
		_	
		\ \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
			1

Employer identification number

VIRGINIA' SARGEANT REYNOLDS FOUNDATION

c/α	TC	REYNOLDS.	TD
L./L/	11.0.	Kriikonios.	U.C.

	S. REYNOLDS, JR.		54-1595360
art III	exclusively religious, charitable, etc., individuant Complete columns (a) through (e) and the the total of exclusively religious, charitable, etc., Use duplicate copies of Part III if additional	following line entry. For organization contributions of \$1,000 or less for	(7), (8), or (10) organizations that total more than \$1,000 for the as completing Part III, enter the year. (Enter this information once.)
) No. rom art i	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_ -			
		(e) Transfer of gift	
-	Transferee's name, address, and	1 ZIP + 4	Relationship of transferor to transferee
) No.	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
art I			
-		(e) Transfer of gif	
_	Transferee's name, address, and		Relationship of transferor to transferee
-			
) No. rom Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-			
	Transferee's name, address, and	(e) Transfer of gif	Relationship of transferor to transferee
-			
) No. rom Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
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	· · · · · · · · · · · · · · · · · · ·	(e) Transfer of gif	
-	Transferee's name, address, an	d ZIP + 4	Relationship of transferor to transferee
-			

······································	ses for Lax ou investment income		I de h · ·	.,	
(a) List and 2-story br	describe the kind(s) of property sock warehouse; or common stock,	old, e g , real estate, 200 shs MLC Co	(b) How acquire P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo , day, yr)
1a 1,787.5 SHS JAI	MESTOWN EQUITY I	FD	P	VARIOUS	02/18/11
b 325.45 SHS HARI			 P	VARIOUS	12/08/11
c 217.935 SHS AM			P	VARIOUS	12/08/11
d 1,581,837 ROYCI		ACTI TO GROWIN TD	P	VARIOUS	08/22/11
		ny Dinin y 1		VARIOUS	06/22/11
e LITTLE HAWK VE			P	- 	
f LITTLE HAWK VE	NTURE OPPORTUNIT	ry fund K-1	P		
9					
h					
1					
		•			
k					-
1				· · · · · · · · · · · · · · · · · · ·	-
m				 	•
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<u>n</u>				 	
0		1			<u></u>
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(e)	h) Gain or (loss) plus (f) minus (g)	
a 30,000.		32,978.			<2,978.>
b 18,000.		21,790.			<3,790.>
c 8,000.	· · · · · · · · · · · · · · · · · · ·	8,330.			<330.>
2.004		15,000.			1,004.
F20		15,000.	· · · · · · · · ·		528.
					8,903.
f 8,903.					6,903.
9					
h					
<u>L</u>					
1					
k					
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m					
n					
Complete only for assets showing	ng gain in column (h) and owned b	by the foundation on 12/31/69	(N.I.	osses (from cot (h)	<u> </u>
(i) F M V as of 12/31/69	(j) Adjusted basis	(k) Excess of col (i)	Gains (excess	s of col (h) gain ove not less than "-0-")	er col (k),
	as of 12/31/69	over col (j), if any			
a					<2,978.>
b					<3,790.>
С					<330.>
d					1,004.
e					528.
f					8,903.
<u>g</u> h					
<u>1</u>		+			
<u></u>					
<u>k</u>					
1					
m					
n					
0					
-					
2 Capital gain net income or (net ca	apital loss) { If gain, also en	ter in Part I, line 7 "-0-" in Part I, line 7	2		3,337.
		5	-		3,33,1
3 Net short-term capital gain or (lo		and (6)			
If gain, also enter in Part I, line 8,		7 1		3.T / 73	
If (loss), enter "-0-" in Part I, line	0	ノー	3	N/A	

- * 1

FORM 990-PF INTEREST ON SAV	INGS A	ND TEMI	PORARY C	ASH I	NVESTMENTS	STATEMENT	1
SOURCE						AMOUNT	
CHECKING ACCOUNT LITTLE HAWK VENTURE OPPORTUN	ITY FU	ND, LP			•	:	4. 225.
TOTAL TO FORM 990-PF, PART I	, LINE	3, COI	LUMN A				229.
FORM 990-PF DIVIDEN	DS AND	INTERI	EST FROM	SECU	URITIES	STATEMENT	2
SOURCE		GROSS	AMOUNT		PITAL GAINS DIVIDENDS	COLUMN (A	A)
CHARLES SCHWAB			4,157.		0.	4,	157.
LITTLE HAWK VENTURE OPPORTUN FUND, LP	YTI		191.		0.		191.
TOTAL TO FM 990-PF, PART I,	LN 4		4,348.		0.	4,	348.
EODM 000 DE		murp Ti	NCOME		 	CMAMENEN	
FORM 990-PF		THER I	NCOME			STATEMENT	3
DESCRIPTION		;	(A) REVENUE PER BOOK		(B) NET INVEST- MENT INCOME		
LITTLE HAWK VENTURE OPPORTUN FUND K-1 INCOME TAX REFUND	IITY			316.> 043.		·.>	
TOTAL TO FORM 990-PF, PART I	, LINE	11		727.	<316	5.>	· ·
FORM 990-PF		LEGAL	FEES			STATEMENT	4
DESCRIPTION	EXPE	A) NSES BOOKS	(B) NET INV MENT IN	EST-			ABLE
LEGAL		100.		100	•		0.
LEGAL & PROFESSIONAL - LITTLE HAWK		257.		257	•		0.
TO FM 990-PF, PG 1, LN 16A		357.		357	-		0.
					-		

- 11

FORM 990-PF	TAXES			STATEMENT 5			
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVE MENT INC		(C) ADJUSTED NET INCOM			
REAL ESTATE TAXES	3,034.		0.			0.	
TO FORM 990-PF, PG 1, LN 18 =	3,034.	-	0.			0.	
FORM 990-PF	OTHER E	XPENSES			STATEMENT	6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVE MENT INC		(C) ADJUSTED NET INCOM			
BANK FEES LICENSES & FEES MANAGEMENT FEES - LITTLE	240. 35.		240.			0.	
HAWK AMORTIZATION - LITTLE HAWK INVESTMENT INTEREST - LITTLE	2,500. 57.		500. 57.			0.	
HAWK OTHER INVESTMENT DEDUCTIONS - LITTLE HAWK	134. 15.		134. 15.			0.	
PORTFOLIO DEDS - LITTLE HAWK OTHER EXPENSES - LITTLE HAWK	5,744. 33.	5,	776. 33.			0.	
SCHWAB INVESTMENT FEES FOREIGN TAX NONDEDUCTIBLE EXPENSES -	1,782. 11.	1,	782.			0.	
LITTLE HAWK	21.		0.			0.	
TO FORM 990-PF, PG 1, LN 23	10,572.	10,	583.			0.	
FORM 990-PF	OTHER INV	ESTMENTS			STATEMENT	7	
DESCRIPTION		LUATION ETHOD	вос	OK VALUE	FAIR MARKE VALUE	ET	
JAMESTOWN EQUITY FUNDS	_	COST		422,791.	360,9		
HARBOR INTERNATIONAL FUND LITTLE HAWK VENTURE OPP FUND, AMERICAN FD EUROPACIFIC GR FD EATON VANCE TAX MANAGED EMERG)	COST COST COST		24,497. 153,456. 26,670.	19,1 153,4 24,5	156.	
MKTS FD CL I T ROWE PRICE EQUITY INCOME FU		COST		35,000. 30,000.	32,0 32,7		

VIRGINIA SARGEANT REYNOLDS FOUN	DATION C/		54	1–1595360
T ROWE PRICE GROWTH STOCK FUUND WESTPORT FD CL I SHRS SCOUT INTL FUND	COST COST COST	30,00 25,00 15,00	00.	34,901. 29,746. 14,457.
TOTAL TO FORM 990-PF, PART II, LI	NE 13 =	762,4	14.	702,081.
	T OF OFFICERS, DI		STATI	EMENT 8
NAME AND ADDRESS	TITLE AND AVRG HRS/WK		EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
VIRGINIA S. REYNOLDS 5621 CARY STREET ROAD RICHMOND, VA 23226	CHAIRMAN OF THE	BOARD 0.	0.	0.
J. S. REYNOLDS, JR. 7 OAK LANE RICHMOND, VA 23226	PRESIDENT 1.00	0.	0.	0.
WALLER H. HORSLEY 5020 MONUMENT AVENUE RICHMOND, VA 23230	SECRETARY/TREAS	URER 0.	0.	0.
AUSTIN BROCKENBROUGH III 330 MANAKIN FERRY RD. MANAKIN, VA 23103	DIRECTOR 1.00	0.	0.	0.
RICHARD ROLAND REYNOLDS 84 PRESCOTT STREET, APT 34 CAMBRIDGE, MA 02138	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6	- 5, PART VIII	0.	0.	0.

ELECTRONICALLY FILED - DO NOT MAIL

Form **8868**

(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return.

OMB No. 1545-1709

-	are filing for an Automatic 3-Month Extension, comple	-				ightharpoons
If you	are filing for an Additional (Not Automatic) 3-Month Ex	tension, c	complete only Part II (on page 2 of	this form).		
Do not o	complete Part II unless you have already been granted	an automa	itic 3-month extension on a previous	sly filed Fo	rm 8868	
Electro	nic filing (e-file). You can electronically file Form 8868 if y	you need a	a 3-month automatic extension of tir	ne to file (6	6 months for a co	rporation
required	to file Form 990-T), or an additional (not automatic) 3-mo	nth extens	sion of time. You can electronically f	ile Form 8	868 to request ar	extension
of time t	o file any of the forms listed in Part I or Part II with the ex-	ception of	Form 8870, Information Return for	Transfers A	Associated With (Certain
	Benefit Contracts, which must be sent to the IRS in pap					
	w.irs.gov/efile and click on e-file for Chanties & Nonprofits					
Part I	Automatic 3-Month Extension of Time	e. Only s	submit original (no copies ne	eded).		
A corpo	ration required to file Form 990-T and requesting an autor	matic 6-mo	onth extension - check this box and	complete		
Part I or	lly .				•	▶
	corporations (including 1120-C filers), partnerships, REM come tax returns	IICs, and to	rusts must use Form 7004 to reques	st an exten	sion of time	
Type or	Name of exempt organization or other filer, see instru	ctions		Employe	r identification nu	mber (EIN) or
print	rint VIRGINIA SARGEANT REYNOLDS FOUNDATION					, ,
	C/O J.S. REYNOLDS, JR.					360
File by the due date for filing your	ue date for Number, street, and room or suite no. If a P.O. box, see instructions					SN)
return See		oreign add	Iress, see instructions.	<u> </u>		·
	RICHMOND, VA 23226					
Enter the	e Return code for the return that this application is for (file	e a separa	te application for each return)			0 4
						
Applica	tion	Return	Application			Return
<u>Is For</u>	 	Code	Is For			Code
Form 99	0	01	Form 990-T (corporation)			07
Form 99	0-BL	02	Form 1041-A			08
Form 99	0-EZ	01	Form 4720		<u> </u>	09
Form 99	0-PF	04	Form 5227			10
Form 99	0-T (sec. 401(a) or 408(a) trust)	05	Form 6069			11
Form 99	O-T (trust other than above)	06	Form 8870			12
	J.S. REYNOLDS,	JR.				
• The b	books are in the care of 7 OAK LANE - R.	ICHMO	ND, VA 23226			
Telep	shone No ► 804-267-3625		FAX No 🕨			
• If the	organization does not have an office or place of business	s in the Ur	nited States, check this box			▶ □
• If this	is for a Group Return, enter the organization's four digit	Group Exe	emption Number (GEN) .	If this is fo	r the whole group	o, check this
box 🕨	. If it is for part of the group, check this box	and atta	ich a list with the names and EINs o	f all memb	ers the extension	is for
1 Ir	equest an automatic 3-month (6 months for a corporation	required	to file Form 990-T) extension of time	until		
	AUGUST 15, 2012 , to file the exemp	t organiza	tion return for the organization nam	ed above.	The extension	
ıs	for the organization's return for:	•	_			
	X calendar year 2011 or					
•		. an	nd ending			
-					_ `	
2 If	the tax year entered in line 1 is for less than 12 months, o	heck reas	on: Initial return	Final retur	'n	
	Change in accounting period				••	
_						
3a If	this application is for Form 990-BL, 990-PF, 990-T, 4720,	or 6069, e	nter the tentative tax, less any			
no	nrefundable credits. See instructions.			3a_	\$	0.
b If	this application is for Form 990-PF, 990-T, 4720, or 6069,	enter any	refundable credits and			
	timated tax payments made. Include any prior year overp			3b	\$	0.
	alance due. Subtract line 3b from line 3a. Include your pa					
	using EFTPS (Electronic Federal Tax Payment System)	-		3c	\$	0.
Caution	, If you are going to make an electronic fund withdrawal	with this F	orm 8868, see Form 8453-EO and F	orm 8879-	EO for payment i	
LHA	For Privacy Act and Paperwork Reduction Act Notice,	see Instr	uctions.		Form 8868	(Rev. 1-2012)

123841 01-04-12

Form 8868 (Rev 1-2012)					Page 2
If you are filing for an Additional (Not Automatic) 3-Month I	Extension, o	complete only Part II and check this	box		► X
Note. Only complete Part II if you have already been granted ar				868	,
If you are filing for an Automatic 3-Month Extension, comp					
Part II Additional (Not Automatic) 3-Month	Extension	n of Time. Only file the origin	nal (no co	opies need	led).
		Enter filer's	identifyin	g number, se	ee instructions
Type or Name of exempt organization or other filer, see inst	ructions				number (EIN) or
print VIRGINIA SARGEANT REYNOLDS	FOUND	ATION			
File by the C/O J.S. REYNOLDS, JR.			X	54-159	5360
due date for Number, street, and room or suite no if a PO box	, see instruc	tions	Social sec	curity number	r (SSN)
return See 7 OAK LANE					
ristructions City, town or post office, state, and ZIP code For a	a foreign add	lress, see instructions			
RICHMOND, VA 23226					
					·
Enter the Return code for the return that this application is for (file a separa	te application for each return)			0 4
					
Application	Return	Application			Return
ls For	Code	ls For			Code
Form 990	01				
Form 990·BL	02	Form 1041-A			08
Form 990·EZ	01	Form 4720	 		09
Form 990-PF	04	Form 5227			10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069		<u></u>	11
Form 990-T (trust other than above)	06	Form 8870		-1.F 0000	12
STOP! Do not complete Part II if you were not already grant		natic 3-month extension on a prev	nously file	<u>a rorm 8868</u>	<u>. </u>
J.S. REYNOLDS	-	NTD 1/2 22226			
 The books are in the care of ► 7 OAK LANE - 3 Telephone No. ► 804-267-3625 	KI CHMO	FAX No >		 -	
 If the organization does not have an office or place of business 	occup tho Liv				▶ □
If this is for a Group Return, enter the organization's four dig			If this is foi	the whole a	roup check this
		ach a list with the names and EINs o			
4 I request an additional 3-month extension of time until		BER 15, 2012	· car mone	CIO TIIO OXIOII	5101113101
5 For calendar year 2011, or other tax year beginning	110 1 211	, and endir	ıo		
6 If the tax year entered in line 5 is for less than 12 months	check reas		Final r	eturn	
Change in accounting period	,				
7 State in detail why you need the extension					
					· · · · · · · · · · · · · · · · · · ·
8a If this application is for Form 990-BL, 990-PF, 990-T, 472	0, or 6069, e	enter the tentative tax, less any			
nonrefundable credits. See instructions			8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 606	69, enter any	refundable credits and estimated			
tax payments made Include any prior year overpayment	allowed as	a credit and any amount paid			•
previously with Form 8868			8b	\$	0.
c Balance due. Subtract line 8b from line 8a Include your	payment wi	th this form, if required, by using			
EFTPS (Electronic Federal Tax Payment System) See in:			8c	\$	0.
		st be completed for Part II			
Under penalties of perjury, I declare that I have examined this form, inc	luding accom	panying schedules and statements, and t	o the best o	f my knowledg	e and belief,
it is true, correct, and complete, and that I am authorized to prepare thi	s torm.			alir	6
Signature Title	► CPA		Date	▼ ₹//√	1012
- 111				Form 8	B68 (Rev 1-2012)