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

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation THE WILLIAM G. REYNOLDS, JR. CHARITABLE FOUNDATION		A Employer identification number 54-1900372
Number and street (or P O box number if mail is not delivered to street address) P. O. BOX 70459	Room/suite	B Telephone number 804-267-3603
City or town, state, and ZIP code RICHMOND, VA 23255		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,016,879. (Part I, column (d) must be on cash basis)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received					
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		9,223.	9,223.		STATEMENT 1
4 Dividends and interest from securities		18,237.	18,237.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		6,819.			
b Gross sales price for all assets on line 6a 306,804.					
7 Capital gain net income (from Part IV, line 2)			6,819.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		34,279.	34,279.	0.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		3,850.	3,850.	0.	0.
c Other professional fees					
17 Interest		22.	22.	0.	0.
18 Taxes STMT 4		163.	0.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		14,857.	14,857.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		18,892.	18,729.	0.	0.
25 Contributions, gifts, grants paid		54,000.			54,000.
26 Total expenses and disbursements. Add lines 24 and 25		72,892.	18,729.	0.	54,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<38,613.>			
b Net investment income (if negative, enter -0-)			15,550.		
c Adjusted net income (if negative, enter -0-)				0.	

**THE WILLIAM G. REYNOLDS, JR. CHARITABLE
FOUNDATION**

54-1900372

Page 2

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	91,132.	41,384.	41,384.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 6	289,902.	286,803.	298,078.
	b Investments - corporate stock STMT 7	572,279.	587,188.	677,327.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 8)	765.	90.	90.	
16 Total assets (to be completed by all filers)	954,078.	915,465.	1,016,879.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	954,078.	915,465.	
	30 Total net assets or fund balances	954,078.	915,465.	
31 Total liabilities and net assets/fund balances	954,078.	915,465.		

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	954,078.
2 Enter amount from Part I, line 27a	2	<38,613.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	915,465.
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	915,465.

**THE WILLIAM G. REYNOLDS, JR. CHARITABLE
FOUNDATION**

54-1900372

Page 3

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 306,804.		299,985.	6,819.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			6,819.

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	6,819.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	50,000.	1,025,983.	.048734
2009	47,888.	954,128.	.050190
2008	48,000.	1,126,291.	.042618
2007	65,022.	1,312,155.	.049554
2006	59,500.	1,244,250.	.047820

2 Total of line 1, column (d)	2	.238916
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	.047783
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,065,285.
5 Multiply line 4 by line 3	5	50,903.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	156.
7 Add lines 5 and 6	7	51,059.
8 Enter qualifying distributions from Part XII, line 4	8	54,000.

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

**THE WILLIAM G. REYNOLDS, JR. CHARITABLE
FOUNDATION**

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	156.
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	156.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	156.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	640.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	640.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	484.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒ 484. Refunded ☒	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	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		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

**THE WILLIAM G. REYNOLDS, JR. CHARITABLE
FOUNDATION**

Form 990-PF (2011)

54-1900372

Page 5

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? 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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>SUSAN MCLANE</u> Telephone no. ► <u>804-267-3603</u> Located at ► <u>P. O. BOX 70459, RICHMOND, VA</u> ZIP+4 ► <u>23255</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 <u>N/A</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	<u>N/A</u>	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	<u>N/A</u>	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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.)	<u>N/A</u>	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b X

Form 990-PF (2011)

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes
☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes
☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes
☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes
☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes
☒ No

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

Organizations relying on a current notice regarding disaster assistance check here

☐ N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes
☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes
☒ No

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

If "Yes" to 6b, file Form 8870

☐ Yes
☒ No

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

☐ Yes
☒ No

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

☐ N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

Form 990-PF (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,024,760.
b	Average of monthly cash balances	1b	56,748.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,081,508.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,081,508.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,223.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,065,285.
6	Minimum investment return. Enter 5% of line 5	6	53,264.

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

1	Minimum investment return from Part X, line 6	1	53,264.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	156.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	156.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	53,108.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	53,108.
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	53,108.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	54,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	54,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	156.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	53,844.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				53,108.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007	903.			
c From 2008				
d From 2009	406.			
e From 2010				
f Total of lines 3a through e	1,309.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 54,000.				
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.			
d Applied to 2011 distributable amount				53,108.
e Remaining amount distributed out of corpus	892.			
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:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,201.			
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 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,201.			
10 Analysis of line 9:				
a Excess from 2007	903.			
b Excess from 2008				
c Excess from 2009	406.			
d Excess from 2010				
e Excess from 2011	892.			

Form 990-PF (2011)

Page 10

N/A

- 2011.03040 THE WILLIAM G. REYNOLDS, JR WGRFDN 1

**THE WILLIAM G. REYNOLDS, JR. CHARITABLE
FOUNDATION**

Form 990-PF (2011)

54-1900372 Page 11

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENT:				54,000.
Total			▶ 3a	54,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					9,223.
4 Dividends and interest from securities					18,237.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					6,819.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		0.	34,279.
13 Total. Add line 12, columns (b), (d), and (e)					34,279.

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

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

[illegible]

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. | | |

[illegible]

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

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

**Sign
Here**

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

May the IRS discuss this return with the preparer shown below (see instr.)?


Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

PHILIP A. HUSS, CPA,
PLLC

Preparer's signature

PHILIP A. HUSS, C

Date

05/03/12

Check ☐ self-employed

PTIN

P00625347

Firm's name ► PHILIP A. HUSS CPA PLLC

Firm's EIN ► 54-1649752

Firm's address ► 110 WYLDEROSE DRIVE
MIDLOTHIAN, VA 23113

Phone no. 804-423-5694

Form **990-PF** (2011)

DISBURSEMENTS FROM THE WILLIAM G. REYNOLDS, JR.
FOUNDATION IN 2011

CHECK #	AMOUNT	ISSUED TO	ADDRESS
R. N. Reynolds			
1586	\$1000.00	Benedictine High School	Advancement Office, 304 N. Sheppard St., Richmond, VA 23221-2407
1587	\$500.00	City Singers Children's Choirs	3601 Seminary Ave., Richmond, VA 23227
1588	\$1000.00	Virginia State Police Association	6944 Forest Hill Ave., Richmond, VA 23225
1589	\$1000.00	Louisa Co. Fire & Emergency Svcs. (1/2 Holly Grove Fire and 1/2 Holly Grove Volunteer Rescue	P. O. Box 160, Louisa, VA 23093
1591	\$1000.00	Henrico Police Foundation	P. O. Box 3165, Glen Allen, VA 23060
1592	\$1000.00	St. George's School	P. O. Box 1910, Newport, RI 02840-0190
1593	\$2000.00	Springfield Baptist Church	P. O. Box 2177, Glen Allen, VA 23059
1550	\$1000.00	The Elephant Sanctuary	P. O. Box 393, Hohenwald, TN 38462-0393
1551	\$1000.00	Gateway Homes, Inc.	11901 Reedy Branch Rd., Chesterfield, VA 23838
1552	\$1000.00	Richmond SPCA	2519 Hermitage Rd., Richmond, VA 23220-1128
1553	\$1000.00	Lewis Ginter Botanical Garden	1800 Lakeside Ave., Richmond, VA 23228
1554	\$1000.00	Art 180	0 E. 4th St., Studio 1, Richmond, VA 23224
1555	\$1000.00	St. Paul's Episcopal Church	188 South Swinton Ave., Delray Beach, FL 33444
1556	\$1500.00	Mary and Frances Youth Center (for Lobs & Lessons)	P. O. Box 843062, Richmond, VA 23284
1557	\$500.00	Manakin – Company No. 1, Fire and Rescue Department	P. O. Box 283, Manakin- Sabot, Virginia 23103
1558	\$1000.00	The College of William & Mary	P. O. Box 1693, Williamsburg, VA 23187
1559	\$1000.00	Benedictine High School	Advancement Office, 304 N. Sheppard St., Richmond, VA 23221-2407
1560	\$500.00	First Presbyterian Church	4602 Cary St. Rd., Richmond, VA 23236
1561	\$3000.00	The Family Foundation of Virginia	919 East Main St., Suite 1110, Richmond, VA

			23219-4625
1562	\$250.00	The Colonial Williamsburg Foundation	P. O. Box 1693, Williamsburg, VA 23187
1563	\$500.00	University of VA Health System	P. O. Box 400807, Charlottesville, VA 22907-3015
1564	\$250.00	The Goochland Christmas Mother	P. O. Box 322, Goochland, VA 23063
1565	\$500.00	Virginia Tech Foundation, Inc.	University Development (0336), 902 Prices Fork Road, Blacksburg, VA 24061
1566	\$2000.00 (Year 4 of 5)	J. Sargeant Reynolds Community College Educational Foundation	1701 E. Parham Road, P. O. Box 26924, Richmond, Virginia 23261-6924
1567	\$1000.00	Cullather Brain Tumor & Quality of Life Center	5875 Bremo Road, St. Mary's Hospital, Medical Office Building South, Suite 108, Richmond, VA 23226
1568	\$500.00	Sportable	1365 Overbrook Rd., Room 2, Richmond, VA 23220
1569	\$500.00	Mount Vernon	P. O. Box 1594, Merrifield, VA 22116-1594
1570	\$3000.00	American Red Cross	P. O. Box 655, Richmond, VA 23218-0655
1571	\$500.00	The First Tee of Richmond and Chesterfield	15521 Midlothian Turnpike, Midlothian, VA 23113
1576	\$1000.00	Alleghany Highlands Art Council	P. O. Box 261, Covington, VA 24426
1575	\$1000.00	Alleghany Humane Society	P. O. Box 60, Low Moor, VA 24457
1577	\$5500.00	Clifton Forge School of the Arts	P. O. Box 406, Clifton Forge, VA 24422
1574	\$500.00	Clifton Forge School of the Arts	P. O. Box 406, Clifton Forge, VA 24422
1573	\$5000.00	Christian Veterinary Mission	19303 Fremont Ave North, Seattle, WA 98133
1572	\$2000.00	4H Club	Mr. Henry Hibbs, Director, P. O. Box 107, Watkinsville, GA 30677
1583	\$1000.00	Better Housing Coalition	Attn: Jane Helfrich, P. O. Box 12117, Richmond, VA

			23241-0117
1584	\$1000.00	Richmond Public Schools Education Foundation (for Woodville Elementary School)	Attn: David L. Ballard, 301 North Ninth Street, Richmond, VA 23219-1927
1585	\$1000.00	Feed More	1415 Rhoadmiller St., Richmond, VA 23220
1578	\$3000.00	MCV Foundation	Attn: David P. Reynolds Geriatric Fund, P. O. Box 980234, Richmond, VA 23298
1579	\$1000.00	Baptist Collegiate Ministries at Virginia Tech	Mr. Darrell Cook, Campus Minister, 307 Washington St., SW, Blacksburg, VA 24060
1580	\$500.00	Christian Youth & Family Services, Inc.	1000 East High St., Charlottesville, VA 22902
1581	\$500.00	West End Assembly of God	401 N. Parham, Richmond, VA 23229
1582	\$1000.00	Parham Youth Football & Cheering Assoc.	P. O. Box 3002, Richmond, VA 23228-9701
TOTAL DISBURSED	\$54,000.00		

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	ANNALY CAPITAL MGMT REIT - 420	P	07/12/11	10/04/11
b	MASCO CORP - 150	P	02/24/11	09/01/11
c	FED HOME LN MTG DISCOUNT NOTES - 33K	P	05/05/11	09/16/11
d	FED HOME LN MTG CORP 1.375% - 8K	P	03/30/11	12/29/11
e	FED HOME LN MTG CORP 5.750% - 5K	P		03/30/11
f	FED NATL MTG ASSN 2.375% - 7K	P	09/16/11	12/29/11
g	FED NATL MTG ASSN 1.625% - 9K	P	01/19/11	12/29/11
h	FED NATL MTG ASSN 2.750% - 3K	P	01/19/11	11/28/11
i	FED HOME LN MTG CORP 4.500% - 31K	P		05/05/11
j	US TREASURY 2.625% - 9K	P		12/29/11
k	US TREASURY 3.00% - 29K	P		05/25/11
l	US TREASURY 1.375% - 13K	P		11/29/11
m	US TREASURY 3.750% - 4K	P	02/09/11	11/28/11
n	US TREASURY 4.875% - 4K	P		11/29/11
o	ANNALY CAPITAL MGMT REIT - 580	P	06/29/09	02/15/11

(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 6,227.		7,574.	<1,347.>
b 1,302.		1,886.	<584.>
c 32,990.		32,967.	23.
d 8,145.		8,001.	144.
e 5,215.		5,276.	<61.>
f 7,381.		7,404.	<23.>
g 9,224.		8,840.	384.
h 3,142.		3,139.	3.
i 33,081.		33,690.	<609.>
j 9,630.		8,687.	943.
k 30,489.		30,612.	<123.>
l 13,179.		13,187.	<8.>
m 4,626.		4,138.	488.
n 4,747.		4,595.	152.
o 10,265.		8,704.	1,561.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<1,347.>
b			<584.>
c			23.
d			144.
e			<61.>
f			<23.>
g			384.
h			3.
i			<609.>
j			943.
k			<123.>
l			<8.>
m			488.
n			152.
o			1,561.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

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 AT&T INC - 75		P	02/23/10	10/31/11
b BAKER HUGHES INC - 100		P	09/17/08	07/28/11
c BANK OF AMERICA - 600		P		08/09/11
d DEERE & CO - 25		P	12/03/09	12/16/11
e ERICSSON TER ADR - 200		P	09/17/08	07/01/11
f FED HOME LN MTG 4.125% - 20K		P		01/19/11
g FED HOME LN MTG 4.125% - 26K		P		03/30/11
h FED NATL MTG ASSN 2.75% - 16K		P	06/29/09	12/29/11
i HALLIBURTON CO - 100		P	08/08/08	07/18/11
j HUNTINGTON INGALLS - CIL - .8332		P		03/31/11
k HUNTINGTON INGALLS - 45		P		05/11/11
l MICROSOFT CORP - 75		P	09/03/04	10/31/11
m PARKER-HANNIFIN - 100		P	03/26/10	06/21/11
n US TREASURY 3.00% - 2K		P	09/10/10	11/29/11
o US TREASURY 1.375% - 6K		P	12/09/10	12/29/11

(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 2,207.		1,871.	336.
b 7,654.		6,469.	1,185.
c 4,100.		8,385.	<4,285.>
d 1,843.		1,358.	485.
e 2,864.		1,964.	900.
f 21,647.		21,134.	513.
g 27,116.		27,498.	<382.>
h 16,758.		15,999.	759.
i 5,324.		4,297.	1,027.
j 33.		22.	11.
k 1,746.		1,166.	580.
l 2,012.		2,033.	<21.>
m 8,553.		6,498.	2,055.
n 2,206.		2,110.	96.
o 6,065.		6,087.	<22.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			336.
b			1,185.
c			<4,285.>
d			485.
e			900.
f			513.
g			<382.>
h			759.
i			1,027.
j			11.
k			580.
l			<21.>
m			2,055.
n			96.
o			<22.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

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 US TREASURY 3.750% - 14K		P		12/29/11
b CAPITAL GAINS DIVIDENDS				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 16,204.		14,394.	1,810.
b 829.			829.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,810.
b			829.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	6,819.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

SOURCE	AMOUNT
WELLS FARGO - #0145	9,218.
WELLS FARGO - #6795	5.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	9,223.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO - #0145	19,066.	829.	18,237.
WELLS FARGO - #6795	0.	0.	0.
TOTAL TO FM 990-PF, PART I, LN 4	19,066.	829.	18,237.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PHILIP A. HUSS, CPA	3,850.	3,850.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	3,850.	3,850.	0.	0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL 2011 ESTIMATED TAX	163.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	163.	0.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BROKER - MANAGEMENT FEES	14,597.	14,597.	0.	0.	
BROKER - FOREIGN TAX W/H	260.	260.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	14,857.	14,857.	0.	0.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
27K FED HOME LOAN 5.75%	X		0.	0.	
20K FED HOME LOAN 4.12%	X		0.	0.	
28K/42K FNMA 2.75%	X		28,292.	29,327.	
19K/18K US TREASURY 4.875%	X		21,158.	22,540.	
32K/43K US TREASURY 3.75%	X		33,132.	37,222.	
32K/18K US TREASURY 2.625%	X		32,174.	34,440.	
46K/44K US TREASURY 1.375%	X		46,636.	46,490.	
27K FED HOME LOAN 4.5%	X		0.	0.	
14K/40K US TREASURY 3.0%	X		14,770.	15,487.	
36K FNMA 1.625%	X		35,736.	37,004.	
31K FNMA 2.375%	X		32,651.	32,766.	
42K FED HOME LOAN 1.375%	X		42,254.	42,802.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			286,803.	298,078.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			286,803.	298,078.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
400 HOME DEPOT	10,349.		16,816.	
540 TEXAS INSTR.	15,167.		15,719.	
210 CHEVRON	12,168.		22,344.	
330 CHUBB CORP	11,982.		22,843.	
275 EMERSON ELECTRIC	8,877.		12,812.	
380 HONEYWELL INTL	13,409.		20,653.	

600/480 JPMORGAN CHASE	25,131.	19,950.
977 WEYERHAUSER	27,366.	18,241.
330 NOVARTIS AG ADR	15,897.	18,866.
700 UNILEVER PLC ADR	16,759.	23,464.
200 EXXON MOBIL	10,382.	16,952.
205 PROCTER & GAMBLE	7,710.	13,676.
270 JOHNSON & JOHNSON	15,895.	17,707.
925/1000 MICROSOFT	24,157.	24,013.
600 BANK OF AMERICA	0.	0.
140 BAXTER INTL	5,267.	6,927.
673 VODAFONE GROUP PLC	16,294.	18,864.
375 GAP INC	7,220.	6,956.
150 DOVER CORP	7,195.	8,707.
330/270 LEGGETT & PLATT INC	7,878.	7,603.
640/460 LINEAR TECH CORP	19,717.	19,219.
570/350 MICROCHIP TECH	17,648.	20,879.
1500/1200 APPLIED MATERIALS	20,098.	16,065.
85 AVALONBAY CMNTYS	4,748.	11,101.
190/290 BAKER HUGHS INC	8,682.	9,242.
100 BOEING CO	6,367.	7,335.
130 BOSTON PROPERTIES	6,171.	12,948.
150 CONOCOPHILLIPS	7,969.	10,930.
1100/1300 ERICSSON LM TEL	10,484.	11,146.
100 FRANKLIN RESOURCES	6,560.	9,606.
410/250 HALLIBURTON CO	13,113.	14,149.
550 MERCK & CO	19,894.	20,735.
190/150 NUCOR CORP	8,363.	7,518.
220 SCHLUMBERGER LTD	13,727.	15,028.
101 SIMON PPTY GROUP	5,166.	13,023.
1100 KEYCORP	5,870.	8,459.
450 MATTEL INC	9,596.	12,492.
675 MORGAN STANLEY	19,785.	10,213.
580 ANNALY CAPITAL	0.	0.
90 BHP BILLITON	6,038.	6,357.
155/180 DEERE & CO	8,419.	11,989.
275 NORTHROP GRUMMAN	11,114.	16,082.
1000 SAFEWAY INC	20,019.	21,040.
330/200 US STEEL	16,275.	8,732.
197 ALLIED WORLD ASSUR.	8,790.	12,397.
575/650 AT&T	14,345.	17,388.
45 BLACKROCK	7,458.	8,021.
240 GLAXOSMITHKLINE	10,102.	10,951.
100 PARKER HANNIFIN	0.	0.
675/140 US BANCORP	17,584.	18,259.
80 GREENHILL & CO	3,983.	2,910.
TOTAL TO FORM 990-PF, PART II, LINE 10B	587,188.	677,327.

FORM 990-PF	OTHER ASSETS	STATEMENT	8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST PAID	318.	0.	0.
ACCRUED DIVIDENDS	447.	90.	90.
TO FORM 990-PF, PART II, LINE 15	765.	90.	90.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LOUISE R. BELMONT C/O P. O. BOX 70459 RICHMOND, VI 2322	TRUSTEE 0.00	0.	0.	0.
RANDOLPH N. REYNOLDS, JR. C/O P. O. BOX 70459 RICHMOND, VI 2325	TRUSTEE 0.00	0.	0.	0.
ROBERT G. REYNOLDS C/O P. O. BOX 70459 RICHMOND, VI 2325	TRUSTEE 0.00	0.	0.	0.
RANDOLPH N. REYNOLDS C/O P. O. BOX 70459 RICHMOND, VI 2325	TRUSTEE 0.00	0.	0.	0.
MARY R. SIMPSON C/O P. O. BOX 70459 RICHMOND, VI 2322	TRUSTEE 0.00	0.	0.	0.
SUSAN C. ARMSTRONG 333 ALBEMARLE AVENUE RICHMOND, VI 2322	TRUSTEE 0.00	0.	0.	0.
SUSAN V. R. REYNOLDS C/O P. O. BOX 70459 RICHMOND, VI 2322	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.