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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation
CHARLES B. RICHARDSON FAMILY FOUNDATION

A Employer identification number
54-1931421

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

B Telephone number (see instructions)
(540) 667-3121

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

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)* ▶ $ 626,088

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments		0		
	4 Dividends and interest from securities	15,694	15,694		
	5 a Gross rents		0		
	b Net rental income or (loss) 0				
	6 a Net gain or (loss) from sale of assets not on line 10	7,811			
	b Gross sales price for all assets on line 6a 81,605				
	7 Capital gain net income (from Part IV, line 2)		7,811		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances 0				
	b Less Cost of goods sold 0				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)	-880	-880	0	
	12 **Total.** Add lines 1 through 11	22,625	22,625	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	6,400			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	250	250	0	0
	b Accounting fees (attach schedule)	1,800	1,800	0	0
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,020	80	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	5,218	5,218	0	0
	24 **Total operating and administrative expenses.** Add lines 13 through 23	14,688	7,348	0	0
	25 Contributions, gifts, grants paid	29,907			29,907
	26 **Total expenses and disbursements.** Add lines 24 and 25	44,595	7,348	0	29,907
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-21,970			
	b **Net investment income** (if negative, enter -0-)		15,277		
	c **Adjusted net income** (if negative, enter -0-)			0	

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Form **990-PF** (2011) 5

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	28,042	17,125	17,125
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 0			
	Less allowance for doubtful accounts ▶ 0	0	0	0
	4 Pledges receivable ▶ 0			
	Less allowance for doubtful accounts ▶ 0	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶ 0			
	Less allowance for doubtful accounts ▶ 0	0	0	0
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	490,559	487,523	583,478
	c Investments—corporate bonds (attach schedule)	0	0	0
	11 Investments—land, buildings, and equipment basis ▶ 0			
	Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	-3,045	-5,236	25,485
	14 Land, buildings, and equipment basis ▶ 0			
	Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15 Other assets (describe ▶)	0	0	0
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	515,556	499,412	626,088
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ▶)	0	0	
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds		0	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	515,556	499,412	
	30 **Total net assets or fund balances** (see instructions)	515,556	499,412	
	31 **Total liabilities and net assets/fund balances** (see instructions)	515,556	499,412	

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	515,556
2	Enter amount from Part I, line 27a	2	-21,970
3	Other increases not included in line 2 (itemize) ▶ SEE ATTACHED STATEMENT 4	3	5,826
4	Add lines 1, 2, and 3	4	499,412
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	499,412

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	8,493	0	9,083	-590
b	48,695	0	43,950	4,745
c	620	0	651	-31
d	23,788		20,110	3,678
e	9	0	0	9

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	0	0	0	-590
b	0	0	0	4,745
c	0	0	0	-31
d	0	0	0	3,678
e	0	0	0	9

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	7,811
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	-621

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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	26,785	593,267	0 045148
2009	37,280	537,449	0.069365
2008	45,370	744,453	0.060944
2007	42,492	920,521	0.046161
2006	43,639	868,049	0.050273

2	**Total** of line 1, column (d)	2	0 271891
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.054378
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	645,340
5	Multiply line 4 by line 3	5	35,092
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	153
7	Add lines 5 and 6	7	35,245
8	Enter qualifying distributions from Part XII, line 4	8	29,907

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	306
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% 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-)		2	0
3	Add lines 1 and 2		3	306
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	306
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a: 0		
b	Exempt foreign organizations—tax withheld at source	6b:		
c	Tax paid with application for extension of time to file (Form 8868)	6c: 0		
d	Backup withholding erroneously withheld	6d:		
7	Total credits and payments Add lines 6a through 6d		7	0
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	306
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	0
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 0 **Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to ***1a*** *or* ***1b,*** *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ _____ (2) On foundation managers ▶ $ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VIRGINIA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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?	13	X	

Website address ▶ NONE

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

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 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		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 ▶ ☐	1b	N/A	
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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20_____, 20_____, 20_____, 20_____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20_____, 20_____, 20_____, 20_____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

5a	During the year did the foundation pay or incur any amount to:				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes	☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			5b	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? *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*	☐ Yes	☐ No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*			6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHARLES B RICHARDSON WINCHESTER VA	PRES/TREAS 2 HRS/WEEK	6,400	0	0
MARGARET N RICHARDSON WINCHESTER VA	SECRETARY 6 HRS/YEAR	0	0	0
ANNE K HUSSEY WINCHESTER VA	DIRECTOR 2 HRS/YEAR	0	0	0
THOMAS P RICHARDSON KENTUCKY	DIRECTOR 2 HRS/YEAR	0	0	0

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments** (see instructions)

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	634,471
b	Average of monthly cash balances	1b	20,697
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	655,168
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	655,168
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	9,828
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	645,340
6	**Minimum investment return.** Enter 5% of line 5	6	32,267

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	32,267
2a	Tax on investment income for 2011 from Part VI, line 5	2a	306		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	306
3	Distributable amount before adjustments Subtract line 2c from line 1			3	31,961
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	31,961
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	31,961

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	29,907
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	29,907
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	29,907

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				31,961
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			29,182	
b	Total for prior years 20 ____, 20 ____, 20 ____		0		
3	Excess distributions carryover, if any, to 2011				
a	From 2006 0				
b	From 2007 0				
c	From 2008 0				
d	From 2009 0				
e	From 2010 0				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 29,907				
a	Applied to 2010, but not more than line 2a			29,182	
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				725
e	Remaining amount distributed out of corpus	0			
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	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions		0		
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				31,236
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9				
a	Excess from 2007 0				
b	Excess from 2008 0				
c	Excess from 2009 0				
d	Excess from 2010 0				
e	Excess from 2011 0				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

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

NO SPECIAL FORM

c Any submission deadlines

NO DEADLINES

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ABBA WOMENS CARE, INC 200 WEEMS LN WINCHESTER VA 22601		501 (c)(3)	COMMUNITY AID	6,041
NEW HOPE CENTER 228 THOMAS MORE PKWY CRESTVIEW HILLS KY 41017		501 (c)(3)	COMMUNITY AID	5,999
SALVATION ARMY 300 FORT COLLIER RD WINCHESTER VA 22603		501 (c)(3)	COMMUNITY AID	5,953
WINCHESTER UNION RESCUE MISSION 435 N CAMERON ST WINCHESTER VA 22601		501(c)(3)	COMMUNITY AID	5,937
VILLAGE MISSIONS P.O. BOX 197 DALLAS OR 97338		501(c)(3)	COMMUNITY AID	5,977
Total . . . . . ▶ **3a**				29,907
b *Approved for future payment*				
Total . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	15,694	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-880	
8 Gain or (loss) from sales of assets other than inventory			18	7,811	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal. Add columns (b), (d), and (e)		0		22,625	0
13 Total. Add line 12, columns (b), (d), and (e)				13	22,625

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Charles B. Richardson — 5/11/12 — PRESIDENT

Signature of officer or trustee — Date — Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
EDWARD I HARDY, JR	E I Hardy	5/8/12		P01216372

Firm's name ▶ E. I HARDY & COMPANY CPAS — Firm's EIN ▶ 54-0923628

Firm's address ▶ 4913 FITZHUGH AVE, RICHMOND, VA 23230 — Phone no (804) 358-5593

Line 11 (990-PF) - Other Income

		-880	-880	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	INVESTMENT LOSS ON KINDER MORG	-880	-880	
2			0	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

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Line 16a (990-PF) - Legal Fees

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

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Line 16b (990-PF) - Accounting Fees

		1,800	1,800	0	0
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	E I HARDY & COMPANY	1,800	1,800		
2					
3					
4					
5					
6					
7					
8					
9					
10					

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Line 18 (990-PF) - Taxes

		1,020	80	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FORM 990 PF - 2010	459			
2	FOREIGN TAXES	80	80		
3	PAYROLL TAXES	481			
4					
5					
6					
7					
8					
9					
10					

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Line 23 (990-PF) - Other Expenses

		5,218	5,218	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	BROKER ACCT MANAGEMENT FEES	5,193	5,193		
2	VA SCC REGISTRATION FEE	25	25		
3					
4					
5					
6					
7					
8					
9					

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Part II, Line 13 (990-PF) - Investments - Other

			-3,045	-5,236	25,485
	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	INVESTMENT IN KINDER MORGAN PART		-3,045	-5,236	25,485
2					
3					
4					
5					
6					
7					
8					
9					
10					

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CHARLES B. RICHARDSON FAMILY FOUNDATION
54-1931421

FORM 990 PF - PAGE 2 LINE 10b

SELF MANAGED ACCT

# SHS	COMPANY	BOOK VALUE		FAIR MKT VALUE 12/31/10
200	ACCENTURE	980819		1064600
725	BB & T	1754956		1824825
350	CHEVRON	1316974		3724000
400	DOMINION RES	929670		2123200
200	DOW CHEMICAL	857750		575200
100	ENBRIDGE	211378	ADJUSTED	374100
200	EXXON	720630	DOWN FOR	1695200
500	FRONTIER COMM.	4513.33	→ RETURN OF	257500
100	GE	296468	CAPITAL	179100
200	GENERAL MILLS	457987		808200
100	ILLINOIS TOOL WORKS	563487		467100
300	JOHNSON & JOHNSON	1620950		1967400
130	MEDTRONIC	629865		497250
300	MICROSOFT	823944	ADJUSTED	778800
500	NATIONAL FUEL GAS CO	1282922	DOWN FOR	2779000
200	NAVIOS MARITIME PART.	329785	→ RETURN	294800
200	PFIZER	472700	OF CAPITAL	432800
400	PROCTOR & GAMBLE	1993028		2668400
200	PROGRESS ENERGY	905766		1120400
200	SUNCOR ENERGY NEW	727600		576600
100	UNITED TECHNOLOGIES	750450		730900
100	VERIZON COMM.	355465		401200
100	VODAPHONE	298011		280300
	SELF MANAGED ACCT	18730928		25620875

CHARLES B. RICHARDSON FAMILY FOUNDATION
54-1931421

FORM 990 PF - PAGE 2 LINE 10b

TCW INVEST MGMT. ACCT.

# SHS	COMPANY	BOOK VALUE	FAIR MKT. VALUE 12/31/11
214	AES CORP	261154	253376
278	ALCOA	382310	240470
103	AMERICAN ELECT PWR	399095	425493
89	AMERICAN EXPRESS	364284	419813
87	AMERIPRISE FINCL	309211	431868
28	ANADARKO PETRO	143887	213724
133	ATYT	380469	402192
70	BAKER HUGHES	307089	340480
99	CA INC	184228	200128
97	CBS CORP CL B	143363	263258
69	CHEVRON	486716	734160
173	CISCO SYSTEMS	278924	312754
51	CITIGROUP NEW	130307	134181
25	CLIFFS NATURAL RES.	149118	155875
208	COMCAST CL A	461040	493168
163	DANA HOLDING CORP.	279407	198045
307	DELL	505995	449141
55	DEVON ENERGY	354375	341000
45	ENERGIZER HOLDINGS	322257	348660
98	ENSCO ADR	462478	459816
159	GAP	275848	294945
267	GE	701067	478197
207	HOLOGIC	385448	362457
138	HOME DEPOT	352097	580152
101	HONEYWELL INTL	325348	548935
204	INTEL	373658	494700
40	JOHNSON & JOHNSON	242598	262320
143	JP MORGAN CHASE	608255	475475
65	KIMBERLY-CLARK	412916	478140
156	KRAFT FOODS CL A	484799	582816
196	LENNAR	216857	385140
78	MEADWESTVACO	215434	233610
23	MED TRONIC	88800	87975
133	MYLAN	243191	285418
124	NABORS INDUST.	354993	215016
318	PFIZER	758405	688152
917	SPRINT NEXTEL	357915	214578
		↓	↓
		CONT'D	CONT'D

TCW INVEST MGMT ACCT (CONT'D)

# SHS	COMPANY	BOOK VALUE	FAIR MKT VALUE 12/31/11
99	STATE STR CORP	410445	399069
152	SYMANTEC	246883	237880
136	TE CONNECTIVITY	352307	419016
426	TENET HEALTHCARE	191535	218538
168	TEREX CORP NEW	371885	226968
225	TEXTRON	459840	416025
32	THERMO FISHER SCIEN.	153853	143904
69	TIME WARNER	279133	249366
90	TRAVELERS	390702	532530
92	TYCO INTL.	377853	429732
106	VALERO ENERGY NEW	239408	223130
116	WEATHERFORD INTL	192201	169824
98	YAHOO	161052	158074
	TCW MGMT ACCT.	16520433	17309714

DSIP MANAGED ACCT.

#s	Company	Book Value	FAIR MKT VALUE 12/31/11
57	AFLAC	289032	246582
33	AIR PRODUCTS	271396	281127
91	ANALOG DEVICES	267808	325598
103	AT+T	268830	311472
63	AUTO DATA PROCESSING	268739	340263
60	BAXTER INTL	306745	296880
35	BECTON DICKINSON	271023	261520
50	BROWN-FOREMAN CLB	266547	402550
34	CHEVRON	268082	361760
46	CHUBB	311943	318412
43	CLOROX	265916	286208
33	COLGATE-PALMOLIVE	264556	304887
51	CONOCO PHILLIPS	269618	371637
94	EATON VANCE NON VOT	295645	222216
57	EMERSON ELECT.	297489	265563
56	ENERGEN	272762	280000
42	EXXON MOBIL	278544	355992
40	FACTSET RESEARCH SYS	264379	349120
77	GENERAL MILLS	277348	311157
40	GENL DYNAMICS	281278	265640
27	GRANGER W W	273974	505413
62	HARRIS CORP DEL	294653	223448
57	ILLINOIS TOOL WKS	274888	266247
21	IBM	279465	386148
43	JM SMUCKER	268153	336131
42	JOHNSON & JOHNSON	275374	275436
91	JOHNSON CONTROLS	269124	284466
42	Mc DONALDS	266551	421386
84	MEDTRONIC	313590	321300
46	NATIONAL FUEL GAS	313101	255668
54	NEXTERA ENERGY	274320	328752
74	NORDSTROM	268242	367854
51	NORFOLK SOUTHERN	269170	371586
94	NORTHEAST UTILITIES	284996	339058
50	NOVARTIS ADR	269919	285850
88	PAYCHEX	268119	264968
44	PEPSICO INC	274160	291940
		CONT'D	CONT'D

DSIP MANAGED ACCT. (con't)

# SHS	COMPANY	BOOK VALUE	FAIR MKT. VALUE 12/31/11
56	POLARIS INDS	127082	313488
33	PRAXAIR	267809	352770
44	PROCTER & GAMBLE	270153	293524
74	SCANA CORP COM	278835	333444
51	SIGMA ALDRICH	266561	318546
95	SYSCO	270094	278635
55	TARGET	277467	281710
74	THE SOUTHERN CO.	292720	342546
38	UNITED TECHNOLOGIES	275218	277742
29	VF CORP.	328057	368271
52	WALMART STORES	280137	310752
32	3M CO.	271333	261536
	DSIP MGMT ACCT.	13500945	15417199

RECAP OF EQUITIES ALL ACCOUNTS

EQUITIES - BOOK VALUE & FMV 12/31/11	BOOK VALUE	FMV 12/31/11
SELF MANAGED ACCT.	187309.28	256208.75
TCW INVEST MGMT. ACCT	16520433	17309714
DSIP. MGMT. ACCT.	13500945	15417199
TOTAL EQUITIES	487523.06	583477.88

CHARLES B. RICHARDSON FAMILY FOUNDATION
54-1931421

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

	DATE	RECIPIENT	Date of Purchase	Cost Basis	# Shs	Co'm P'ny	FmV / Dollar Amt OF GRANT
(1)	10/20/11	ABBA CARE, INC. 200 WEEMS LN. WINCHESTER VA 22601 ATTENTION: BONNIE BROY	10/24/06	3291	100	ACN	6041 —
		THE GRANT OF $6041 WAS DESIGNATED FOR THE GENERAL FUND					
(2)	10/27/11	NEW HOPE CENTER 228 THOMAS MORE PARKWAY CRESTVIEW HILLS KY 41017 ATTENTION: PAM GLENN	11/16/09	3594	170	ENB	5999 —
		THE GRANT OF $5999 WAS DESIGNATED FOR THE GENERAL FUND					
(3)	10/27/11	SALVATION ARMY 300 FORT COLLIER RD. WINCHESTER VA 22603-5781	4/2/03	3745	170	MDT	5953 —
		THE GRANT OF $5953 WAS DESIGNATED FOR THE GENERAL FUND					
(4)		WINCHESTER UNION RESCUE MISSION 435 N. CAMERON ST. WINCHESTER VA 22601 ATTENTION: PASTOR LEE STONE	(CK#10026)			CASH	5937 —
		THE $5,937 WAS DESIGNATED AS FOLLOWS: $1,500 FOR THE WOODWORKING SHOP AND $4,437 FOR THE GENERAL FUND					
(5)	10/20/11	VILLAGE MISSIONS PO BOX 197 DALLAS OR 97338-0197 ATTENTION: BRYAN WECHSLER	11/16/09	2748	130	ENB	4588 —
			10/24/06	766	23	ACN	1389 —
							5977 —
		THE GRANT OF $5977 WAS DESIGNATED FOR THE GENERAL FUND					
		TOTAL AMT. OF GRANTS		24081			29907 —

Part III - Line 3

Other Increases in Net Assets:

Ad. for difference between FmV and Book Value of Gifted assets

Statement 4

FmV 29 907

Book Value 24 081

Total Other Increase 5 826 Line 3

CHARLES B. RICHARDSON FAMILY FOUNDATION

54-1931421

SCHEDULE D - 1

Part I **Short-Term Capital Gains and Losses—Assets Held One Year or Less**

Note: You **must** check **one** of the boxes below. Complete a *separate* Form 8949, page 1, for **each** box that is checked.

***Caution.** Do not complete column (b) or (g) until you have read the instructions for those columns (see the Instructions for Schedule D (Form 1040)). Columns (b) and (g) do not apply for most transactions and should generally be left blank.

☐ **(A)** Short-term transactions reported on Form 1099-B with basis reported to the IRS ☐ **(B)** Short-term transactions reported on Form 1099-B but basis not reported to the IRS ☐ **(C)** Short-term transactions for which you cannot check box A or B

1 (a) Description of property (Example. 100 sh. XYZ Co.)	(b) Code, if any, for column (g)*	(c) Date acquired (Mo., day, yr.)	(d) Date sold (Mo., day, yr.)	(e) Sales price (see instructions)	(f) Cost or other basis (see instructions)	(g) Adjustments to gain or loss, if any*	
5 SHS AES CORP.		6/29/11	9/6/11	51.94	63.30	(11.36)	STCL
80 SHS ALL STATE		5/23/11	7/19/11	2,257.88	2520.30	(262.42)	STCL
3 SHS ANADARKO PETROLEUM		5/20/10	1/3/11	231.54	162.07	69.47	STCG
12 SHS CBS CORP CL B		5/6/10	5/2/11	310.01	178.03	131.98	STCG
14 SHS CVS CAREMARK CORP		1/5/11	3/21/11	476.84	448.18	28.66	STCG
5 SHS DANA HOLDING CORP		2/14/10	9/6/11	58.89	84.99	(26.10)	STCL
88 SHS MBIA INC		6/29/11	8/12/11	565.47	850.32	(284.85)	STCL
53 SHS MORGAN STANLEY		8/31/11	11/21/11	761.19	1,320.03	(558.84)	STCL
67.1636 SHS MOTOROLA MOB. HOLD.		6/8/11	8/22/11	2551.01	1,870.37	680.64	STCG
7.1486 SHS MOTOROLA SOLUTIONS		3/3/11	12/30/11	331.21	282.09	49.12	STCG
122 SHS SPRINT NEXTEL		7/19/10	6/16/11	550.45	557.54	(7.09)	STCL
15 SHS US STEEL		7/27/11	10/21/11	346.41	746.10	(399.69)	STCL

CHARLES B. RICHARDSON FAMILY FOUNDATION
54-1931421

SCHEDULE D - 2

Part II **Long-Term Capital Gains and Losses—Assets Held More Than One Year**

Note: You must check one of the boxes below. Complete a *separate* Form 8949, page 2, for each box that is checked.

*Caution. Do not complete column (b) or (g) until you have read the instructions for those columns (see the instructions for Schedule D (Form 1040)). Columns (b) and (g) do not apply for most transactions and should generally be left blank.

☐ (A) Long-term transactions reported on Form 1099-B with basis reported to the IRS ☐ (B) Long-term transactions reported on Form 1099-B but basis not reported to the IRS ☐ (C) Long-term transactions for which you cannot check box A or B

3 (a) Description of property (Example: 100 sh. XYZ Co.)	(b) Code, if any, for column (g)*	(c) Date acquired (Mo., day, yr.)	(d) Date sold (Mo., day, yr.)	(e) Sales price (see instructions)	(f) Cost or other basis (see instructions)	(g) Adjustments to gain or loss, if any*	
41 SHS ALCOA		10/2/09	9/6/11	640.41	550.79	89.62	LTCG
7 SHS AMERICAN ELECT. PWR		3/21/06	9/6/11	264.66	245.56	19.10	LTCG
5 SHS ANADARKO PETROLEUM		6/1/10	7/26/11	415.60	220.97	194.63	LTCG
27 SHS AT&T		3/21/06	8/15/11	784.26	721.17	63.09	LTCG
36 SHS BAKER HUGHES		2/18/09	7/21/11	2,585.48	1,117.23	1,468.25	LTCG
8 SHS CA INC		4/21/09	5/13/11	180.32	136.80	43.52	LTCG
31 SHS CBS CORP CL B		5/6/10	7/18/11	839.24	462.35	376.89	LTCG
5 SHS CHEVRON CORP.		4/4/05	9/6/11	472.34	305.47	166.87	LTCG
15 SHS COMCAST		3/21/06	9/6/11	330.85	271.42	59.43	LTCG
63 SHS CVS CAREMARK		10/10/08	3/31/11	2,145.69	1,722.98	422.71	LTCG
41 SHS DELL		12/31/07	9/29/11	625.29	989.35	(364.06)	LTCL
11 SHS DEVON ENERGY		6/3/09	8/5/11	785.04	691.72	93.32	LTCG
154 SHS FLEXTRONICS INTL		3/21/06	6/30/11	2,998.94	4,295.72	(1,296.78)	LTCL
34 SHS GAP		7/25/07	2/3/11	732.12	663.13	68.99	LTCG
13 SHS GE		6/7/07	9/6/11	215.60	486.18	(270.58)	LTCL
15 SHS HOLOGIC		4/25/08	6/16/11	295.34	443.00	(147.66)	LTCL
22 SHS HOME DEPOT		3/14/08	9/6/11	791.17	606.68	184.49	LTCG
7 SHS HONEYWELL INTL		9/18/02	9/6/11	311.70	165.90	145.80	LTCG
29 SHS INTEL		9/17/08	11/7/11	631.37	548.10	83.27	LTCG
35 SHS IBM		3/21/06	9/30/11	6,067.86	3,276.31	2,791.54	LTCG
12 SHS J.P. MORGAN CHASE		3/21/06	11/3/11	398.95	495.24	(96.29)	LTCL
11 SHS KRAFT FOODS		3/21/06	9/6/11	375.09	336.49	38.60	LTCG
27 SHS LENNAR CL A		11/24/08	9/6/11	485.33	214.48	270.85	LTCG
163 SHS MBIA		9/30/09	8/12/11	1,200.75	754.78	445.97	LTCG
44 SHS MEADWESTVACO		3/21/06	10/27/11	1,320.70	1,219.24	101.46	LTCG
142 SHS MORGAN STANLEY		12/14/09	11/11/11	2,027.65	4,141.82	(2,114.17)	LTCL
3.08633 SHS MOTOROLA MOBILITY		11/5/07	8/22/11	1,825.83	1,746.89	78.94	LTCG
71 SHS MOTOROLA SOLUTIONS		11/5/07	12/30/11	3,255.88	2,928.29	327.59	LTCG
16 SHS PFIZER		8/18/06	9/6/11	308.30	431.52	(123.22)	LTCL
18 SHS SPRINT NEXTEL		7/19/10	9/6/11	60.29	82.26	(21.97)	LTCL
10 SHS SEMANTEC		4/23/10	9/6/11	172.48	171.80	0.68	LTCG
31 SHS TE CONNECTIVITY LTD		11/17/06	11/30/11	985.35	1,146.89	(161.54)	LTCL
41 SHS TENET HEALTHCARE		1/26/07	6/16/11	272.67	295.39	(22.72)	LTCL
6 SHS TEXTRON		2/5/10	6/16/11	129.05	113.23	15.82	LTCG
CONT'D				CONT'D	CONT'D	CONT'D	

4 **Totals.** Add the amounts in columns (e) and (f). Also, combine the amounts in column (g). Enter here and include on Schedule D, **line 8** (if **box A** above is checked), **line 9** (if **box B** above is checked), or **line 10** (if **box C** above is checked) . . . . . ▶ 4

NEXT PAGE

CHARLES B. RICHARDSON FAMILY FOUNDATION

54-1931421

SCHEDULE D - 2

Part II **Long-Term Capital Gains and Losses – Assets Held More Than One Year**

Note: You must check one of the boxes below. Complete a separate Form 8949, page 2, for each box that is checked.

*Caution. Do not complete column (b) or (g) until you have read the instructions for those columns (see the instructions for Schedule D (Form 1040)). Columns (b) and (g) do not apply for most transactions and should generally be left blank.

☐ (A) Long-term transactions reported on Form 1099-B with basis reported to the IRS ☐ (B) Long-term transactions reported on Form 1099-B but basis not reported to the IRS ☐ (C) Long-term transactions for which you cannot check box A or B

3 (a) Description of property (Example: 100 sh. XYZ Co.)	(b) Code, if any, for column (g)*	(c) Date acquired (Mo., day, yr.)	(d) Date sold (Mo., day, yr.)	(e) Sales price (see instructions)	(f) Cost or other basis (see instructions)	(g) Adjustments to gain or loss, if any*	
22 SHS TIME WARNER NEW		6/15/05	6/16/11	785.68	779.19	6.49	LTCG
21 SHS TRAVELERS COS		3/21/06	10/27/11	1,162.36	880.53	281.83	LTCG
15 SHS TYCO INTL		11/2/06	4/15/11	747.19	696.66	50.53	LTCG
64 SHS US STEEL		2/25/09	10/21/11	1,664.98	2,376.59	(711.61)	LTCL
12 SHS VALERO ENERGY		9/5/08	9/6/11	308.39	379.63	(71.24)	LTCL
59 SHS WASTE MGMT. DEL.		6/14/06	2/28/11	2,184.30	1,993.21	191.09	LTCG
84 SHS WATSON PHARMACEUT		3/21/06	3/31/11	4,668.90	2,506.06	2,162.84	LTCG
150 SHS YAHOO		8/14/09	12/22/11	2,241.77	2,339.49	(97.72)	LTCL

CHARLES B. RICHARDSON FAMILY FOUNDATION
54-1931421

SCHEDULE D - 3

Part I **Short-Term Capital Gains and Losses—Assets Held One Year or Less**

Note: You **must** check **one** of the boxes below. Complete a *separate* Form 8949, page 1, for **each** box that is checked.

***Caution.** Do not complete column (b) or (g) until you have read the instructions for those columns (see the Instructions for Schedule D (Form 1040)). Columns (b) and (g) do not apply for most transactions and should generally be left blank.

☐ **(A)** Short-term transactions reported on Form 1099-B with basis reported to the IRS ☐ **(B)** Short-term transactions reported on Form 1099-B but basis not reported to the IRS ☐ **(C)** Short-term transactions for which you cannot check box A or B

1 (a) Description of property (Example 100 sh. XYZ Co.)	(b) Code, if any, for column (g)*	(c) Date acquired (Mo., day, yr.)	(d) Date sold (Mo., day, yr.)	(e) Sales price (see instructions)	(f) Cost or other basis (see instructions)	(g) Adjustments to gain or loss if any*	
2 SHS CORP. OFFICE PPTYS TR		8/5/11	11/10/11	278.39	312.59	(34.20)	STC
SHS NATIONAL FUEL GAS		11/24/11	9/7/11	61.83	68.28	(6.45)	STC
SHS NORTHEAST UTILITIES		10/8/10	9/7/11	67.56	60.64	6.92	STC
SHS OWENS & MINOR NEW		8/5/11	12/21/11	55.23	57.35	(1.62)	STC
SHS THE SOUTHERN CO.		8/5/11	9/7/11	41.23	39.56	1.67	STC
SHS VF CORP		7/7/11	9/7/11	115.51	113.13	2.38	STC

2 **Totals.** Add the amounts in columns (e) and (f). Also, combine the amounts in column (g). Enter here and include on Schedule D, **line 1** (if **box A** above is checked), **line 2** (if **box B** above is checked), or **line 3** (if **box C** above is checked) ▶	2	620.25	651.55	(31.30)	

CHARLES B. RICHARDSON FAMILY FOUNDATION

54-1931421

SCHEDULE D - 4

Pg 1/2

Part II **Long-Term Capital Gains and Losses—Assets Held More Than One Year**

Note: You must check one of the boxes below. Complete a *separate* Form 8949, page 2, for each box that is checked.

*Caution. Do not complete column (b) or (g) until you have read the instructions for those columns (see the instructions for Schedule D (Form 1040)). Columns (b) and (g) do not apply for most transactions and should generally be left blank.

☐ (A) Long-term transactions reported on Form 1099-B with basis reported to the IRS ☐ (B) Long-term transactions reported on Form 1099-B but basis not reported to the IRS ☐ (C) Long-term transactions for which you cannot check box A or B

3 (a) Description of property (Example: 100 sh. XYZ Co.)	(b) Code, if any, for column (g)*	(c) Date acquired (Mo., day, yr.)	(d) Date sold (Mo., day, yr.)	(e) Sales price (see instructions)	(f) Cost or other basis (see instructions)	(g) Adjustments to gain or loss, if any*	
1 SHS AFLAC		1/19/10	9/7/11	35.55	51.58	(16.03)	LTCL
1 SHS AIR PRODUCTS & CHEM.		1/19/10	9/7/11	82.28	82.26	0.03	LTCG
2 SHS ANALOG DEVICES		1/19/10	9/7/11	65.20	58.86	6.34	LTCG
2 SHS AT&T		1/19/10	9/7/11	56.18	52.20	3.98	LTCG
1 SHS AUTOMATIC DATA PROC		1/19/10	9/7/11	48.89	42.66	6.23	LTCG
1 SHS BECTON DICKINSON		1/19/10	9/7/11	79.82	77.40	2.42	LTCG
1 SHS BROWN FOREMAN CLB		1/19/10	9/7/11	69.71	53.31	16.40	LTCG
1 SHS CHEVRON		1/19/10	9/7/11	98.89	78.85	20.04	LTCG
1 SHS CLOROX CO		1/19/10	9/7/11	69.80	61.85	7.95	LTCG
1 SHS COLGATE PALMOLIVE		1/19/10	9/7/11	91.42	80.17	11.25	LTCG
70 SHS COMMERCE BANKSHARES		1/19/10	8/4/11	2,790.21	2717.90	72.31	LTCG
1 SHS CONOCO PHILLIPS		1/19/10	9/7/11	66.99	52.87	14.12	LTCG
77 SHS CORPORATE OFFICE PPTYS REIT		1/19/10	11/10/11	1,650.02	2,669.26	(1,019.24)	LTCL
2 SHS EATON VANCE		1/19/10	9/7/11	46.92	65.79	(18.87)	LTCL
73 SHS ELI LILLY		1/19/10	11/29/11	2,646.53	2,747.45	(100.92)	LTCL
1 SHS EMERSON ELECT.		4/15/10	9/7/11	44.60	52.58	(7.98)	LTCL
1 SHS ENERGEN		1/19/10	9/7/11	47.28	48.69	(1.41)	LTCL
1 SHS EXXON MOBIL		5/4/10	9/7/11	73.53	66.32	7.21	LTCG
1 SHS FACTSET RESEARCH SYS		1/19/10	9/7/11	84.99	66.10	18.89	LTCG
1 SHS GENERAL MILLS		1/19/10	9/7/11	37.47	36.01	1.46	LTCG
1 SHS GEN. DYNAMICS CORP		1/19/10	9/7/11	61.39	70.66	(9.27)	LTCL
1 SHS HARRIS CORP DEL		1/19/10	9/7/11	39.24	48.84	(9.60)	LTCL
1 SHS ILLINOIS TOOL WORKS		1/19/10	9/7/11	44.93	48.30	(3.37)	LTCL
1 SHS JM SMUCKER		1/19/10	9/7/11	72.14	62.37	9.77	LTCG
1 SHS JOHNSON & JOHNSON		1/19/10	9/7/11	65.31	65.64	(0.33)	LTCL
2 SHS JOHNSON CONTROLS		1/19/10	9/7/11	61.30	59.15	2.15	LTCG
87 SHS MARATHON OIL		1/19/10	7/6/11	2,903.20	1,634.83	1,268.37	LTCG
43.5 SHS MARATHON PETROLEUM		1/19/10	7/6/11	1,821.19	1,105.87	715.32	LTCG
1 SHS McDONALDS CORP		1/19/10	9/7/11	89.12	63.47	25.65	LTCG
73 SHS NEW JERSEY RES CORP		1/19/10	1/21/11	3,128.95	2,722.59	406.36	LTCG
1 SHS NEXTERA ENERGY		1/19/10	9/7/11	54.91	50.77	4.14	LTCG
1 SHS NORDSTROM		1/19/10	9/7/11	45.82	36.25	9.57	LTCG
1 SHS NORFOLK SOUTHERN		1/19/10	9/7/11	66.41	52.78	13.63	LTCG
1 SHS NOVARTIS ADR		1/19/10	9/7/11	56.94	53.99	2.95	LTCG
CONT				CON'T	CON'T	CON'T	

4 **Totals.** Add the amounts in columns (e) and (f). Also, combine the amounts in column (g). Enter here and include on Schedule D, **line 8** (if **box A** above is checked), **line 9** (if **box B** above is checked), or **line 10** (if **box C** above is checked) . . . . . ▶ 4 NEXT PAGE

SCHEDULE D -4

Pg 2/2

Part II **Long-Term Capital Gains and Losses—Assets Held More Than One Year**

Note: You must check one of the boxes below. Complete a *separate* Form 8949, page 2, for each box that is checked.

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3 (a) Description of property (Example: 100 sh. XYZ Co.)	(b) Code, if any, for column (g)*	(c) Date acquired (Mo., day, yr.)	(d) Date sold (Mo., day, yr.)	(e) Sales price (see instructions)	(f) Cost or other basis (see instructions)	(g) Adjustments to gain or loss, if any*	
97 SHS OWENS & MINOR NEW		1/19/10	9/7/11	2,705.60	2,745.63	(40.03)	LTC.
2 SHS PAYCHEX		1/19/10	9/7/11	53.50	60.94	(7.44)	LTCL
1 SHS PEPSICO		1/19/10	9/7/11	61.34	62.27	(-0.93)	LTCL
32 SHS POLARIS INDS		1/19/10	7/13/11	3,698.01	1,452.37	2,245.64	LTCG
1 SHS PRAXAIR		1/19/10	9/7/11	98.07	81.16	16.91	LTCG
1 SHS PROCTOR & GAMBLE		1/19/10	9/7/11	62.69	61.42	1.27	LTCG
1 SHS SCANA CORP COM		1/19/10	9/7/11	39.25	37.70	1.55	LTCG
1 SHS SIGMA ALDRICH		1/19/10	9/7/11	62.41	52.27	10.14	LTCG
2 SHS SYSCO CORP.		1/19/10	9/7/11	54.42	56.85	(2.43)	LTCL
1 SHS TARGET		1/19/10	9/7/11	50.49	50.54	(-0.05)	LTCL
1 SHS UNITED TECHNOLOG.		1/19/10	9/7/11	72.66	72.39	0.27	LTCG
1 SHS WALMART STORES		1/19/10	9/7/11	52.33	54.01	(1.68)	LTCL
1 SHS 3M CO		1/19/10	9/07/11	80.48	84.88	(4.40)	LTCL

4 **Totals.** Add the amounts in columns (e) and (f). Also, combine the amounts in column (g). Enter here and include on Schedule D, **line 8** (if **box A** above is checked), **line 9** (if **box B** above is checked), or **line 10** (if **box C** above is checked) ▶	4	23,788.38	20,110.04	3,678.34