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

2011

Department of the Treasury
Internal Revenue Service

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 **JUL 1, 2011**, and ending **JUN 30, 2012**

Name of foundation
RICHARD S. REYNOLDS FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
1403 PEMBERTON ROAD 102

City or town, state, and ZIP code
RICHMOND, VA 23233

A Employer identification number
54-6037003

B Telephone number
804-740-7350

C If exemption application is pending check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

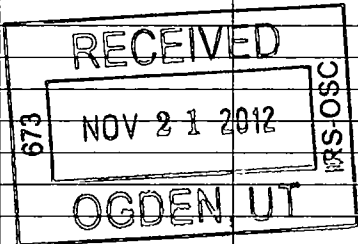
G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16)
\$ 25,132,322. (Part I, column (d) must be on cash basis)

J Accounting method: Cash Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	50,523.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	174.	174.		STATEMENT 1
	4 Dividends and interest from securities	506,756.	506,756.		STATEMENT 2
	5a Gross rents	163,235.	163,235.		STATEMENT 3
	b Net rental income or (loss) 32,975.				STATEMENT 4
	6a Net gain or (loss) from sale of assets not on line 10	828,899.			
	b Gross sales price for all assets on line 6a 20,641,465.				
	7 Capital gain net income (from Part IV, line 2)		828,899.		
	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	6,302.	6,302.		STATEMENT 5	
12 Total Add lines 1 through 11	1,555,889.	1,505,366.			
Operating and Administrative Expenses	13 Compensation of officers directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	36,683.	24,455.		12,228.
	15 Pension plans, employee benefits	13,187.	8,791.		4,396.
	16a Legal fees STMT 6	5,998.	5,998.		0.
	b Accounting fees STMT 7	5,960.	5,960.		0.
	c Other professional fees STMT 8	102,423.	102,423.		0.
	17 Interest				
	18 Taxes STMT 9	92,468.	8,686.		935.
	19 Depreciation and depletion	30,493.	15,246.		
	20 Occupancy	86,958.	43,479.		43,479.
	21 Travel, conferences, and meetings	1,105.	0.		1,105.
	22 Printing and publications				
	23 Other expenses STMT 10	62,421.	287.		12,535.
	24 Total operating and administrative expenses Add lines 13 through 23	437,696.	215,325.		74,678.
	25 Contributions, gifts, grants paid	1,458,253.			1,458,253.
26 Total expenses and disbursements Add lines 24 and 25	1,895,949.	215,325.		1,532,931.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<340,060.>				
b Net investment income (if negative enter -0-)		1,290,041.			
c Adjusted net income (if negative, enter -0-)			N/A		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	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		1,177,352.	3,797,997.	3,797,997.
	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 11		3,019,695.	2,527,321.	2,740,750.
	b	Investments - corporate stock STMT 12		17,427,761.	15,644,853.	16,284,389.
	c	Investments - corporate bonds STMT 13		2,042,814.	1,325,439.	1,410,220.
11	Investments - land, buildings and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 14		864,980.	897,467.	897,467.	
14	Land, buildings, and equipment basis ▶ 75,472.					
	Less accumulated depreciation ▶ 73,973.		2,040.	1,499.	1,499.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		24,534,642.	24,194,576.	25,132,322.	
Liabilities	17	Accounts payable and accrued expenses		1,974.	1,968.	
	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)		1,974.	1,968.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	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 ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31					
27	Capital stock, trust principal, or current funds		24,532,668.	24,192,608.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		0.	0.		
30	Total net assets or fund balances		24,532,668.	24,192,608.		
31	Total liabilities and net assets/fund balances		24,534,642.	24,194,576.		

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	24,532,668.
2	Enter amount from Part I, line 27a	2	<340,060.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	24,192,608.
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	24,192,608.

Part IV Capital Gains and Losses for Tax on Investment Income

1a	(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.)
b	SEE ATTACHED STATEMENT			
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	20,641,465.	19,812,566.	828,899.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			828,899.

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	828,899.
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	1,306,982.	26,222,048.	.049843
2009	1,402,150.	25,188,370.	.055667
2008	1,962,963.	28,589,268.	.068661
2007	1,865,033.	38,397,600.	.048572
2006	1,871,948.	38,748,723.	.048310

2	Total of line 1, column (d)	2	.271053
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	.054211
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	25,137,802.
5	Multiply line 4 by line 3	5	1,362,745.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	12,900.
7	Add lines 5 and 6	7	1,375,645.
8	Enter qualifying distributions from Part XII, line 4	8	1,532,931.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	12,900.
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	12,900.
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	12,900.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	41,600.	
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	41,600.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	28,700.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 12,920. Refunded <input checked="" type="checkbox"/>	11	15,780.	

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. <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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?		
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) <input type="checkbox"/> 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

N/A

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X		
14	The books are in care of ▶ <u>VICTORIA PITRELLI</u> Telephone no. ▶ <u>804-740-7350</u> Located at ▶ <u>1403 PEMBERTON ROAD, SUITE 102, RICHMOND, VA</u> ZIP+4 ▶ <u>23233</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 ▶ <u>15</u> <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 ▶		Yes	No
		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ▶ <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

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)? Yes No
 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? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

- 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? Yes No
 If "Yes" to 6b, file Form 8870

- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b		
6b		X
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DOROTHY R. BROTHERTON 1403 PEMBERTON RD. STE 102 RICHMOND, VA 23233	SECRETARY 0.50	0.	0.	0.
GLENN R. MARTIN 1403 PEMBERTON RD. STE 102 RICHMOND, VA 23233	VICE PRESIDENT 0.50	0.	0.	0.
RANDOLPH N. REYNOLDS 1403 PEMBERTON RD. STE 102 RICHMOND, VA 23233	TREASURER 0.50	0.	0.	0.
RICHARD S. REYNOLDS, III 1403 PEMBERTON RD. STE 102 RICHMOND, VA 23233	PRESIDENT 0.50	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	
3 All other program-related investments See instructions	
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	22,770,494.
b	Average of monthly cash balances	1b	2,750,117.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	25,520,611.
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	25,520,611.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	382,809.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,137,802.
6	Minimum investment return. Enter 5% of line 5	6	1,256,890.

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	1,256,890.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	12,900.
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	12,900.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,243,990.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,243,990.
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	1,243,990.

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	1,532,931.
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	1,532,931.
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	12,900.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,520,031.

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				1,243,990.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			1,164,055.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4. ▶ \$ 1,532,931.				
a Applied to 2010, but not more than line 2a			1,164,055.	
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				368,876.
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		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				875,114.
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	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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

SEE STATEMENT 15

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
SEE ATTACHMENT A			SEE ATTACHMENT A	1,458,253.
Total			▶ 3a	1,458,253.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) 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			14	174.	
4 Dividends and interest from securities			14	506,756.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	32,975.	
6 Net rental income or (loss) from personal property					
7 Other investment income			14	6,302.	
8 Gain or (loss) from sales of assets other than inventory			18	828,899.	
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.	1,375,106.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13 1,375,106.	

(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).

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

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

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

b If "Yes," complete the following schedule.

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

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

[Signature] 10/13/2012 OFFICER

Signature of officer or trustee Date Title

Yes No
 May the IRS discuss this return with the preparer shown below (see instr.)?

Paid Preparer Use Only	Print/Type preparer's name AARON T. ELLISON	Preparer's signature <i>Aaron T. Ellison</i>	Date 10-30-12	Check <input type="checkbox"/> if self-employed	PTIN P00625297
	Firm's name ▶ CHERRY, BEKAERT & HOLLAND, L.L.P.			Firm's EIN ▶ 56-0574444	
	Firm's address ▶ 200 SOUTH 10TH STREET, SUITE 900 RICHMOND, VA 23219			Phone no (804) 673-5700	

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2011

Name of the organization

RICHARD S. REYNOLDS FOUNDATION

Employer identification number

54-6037003

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

-
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Name of organization RICHARD S. REYNOLDS FOUNDATION	Employer identification number 54-6037003
---	---

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DAVID P REYNOLDS IRREVOCABLE TRUST FBO RICHARD S REYNOLDS FOUNDATION C/O SUNTRUST BANK, PO BOX 26150 RICHMOND, VA 23260	\$ 50,507.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

RICHARD S. REYNOLDS FOUNDATION

54-6037003

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization RICHARD S. REYNOLDS FOUNDATION	Employer identification number 54-6037003
---	---

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

RICHARD S. REYNOLDS FOUNDATION

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 BROWN 8284119	P		
b BESSEMER 8M0692	P		
c BESSEMER 8M0406	P		
d BESSEMER 8M0691	P		
e BROWN FI 8284246	P		
f BROWN FV 8284263	P		
g BROWN LCV 8284228	P		
h BROWN LCG 8284205	P		
i BROWN SCV 8284237	P		
j BESSEMER 8M0691 LONG TERM CAPITAL GAIN DISTRIBUT	P		
k BESSEMER 8M0691 - STRAT CURRENCY	P		
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 2,296,373.		2,374,866.	<78,493.>
b 5,236,343.		5,369,658.	<133,315.>
c 1,383,179.		1,326,268.	56,911.
d 11,182,146.		10,298,657.	883,489.
e 327,642.		324,454.	3,188.
f 9,391.		9,609.	<218.>
g 24,371.		24,830.	<459.>
h 9,855.		9,638.	217.
i 13,772.		14,221.	<449.>
j 158,393.			158,393.
k		60,365.	<60,365.>
l			
m			
n			
o			

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			<78,493.>
b			<133,315.>
c			56,911.
d			883,489.
e			3,188.
f			<218.>
g			<459.>
h			217.
i			<449.>
j			158,393.
k			<60,365.>
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	828,899.
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

09/10/12

RICHARD S. REYNOLDS FOUNDATION
TAX ID: 54-6037003
ATTACHMENT A

Date	Num	Name	Memo	Amount
Contributions				
7/29/2011	3846	Second Presbyterian Church	Post Critical Incident Seminar	10,000.00
7/29/2011	3847	The Clifton Forge Company	1 of 5 pmts Building Purchase	30,000.00
8/15/2011	3853	Special Olympics - Virginia	Carry the Torch Sponsorship	1,525.00
8/15/2011	3854	American Red Cross, Greater Richmon...	Aid Japan Earthquake/Tsunami	25,000.00
9/15/2011	3867	Virginia Opera	1st of 3/Student Night at the Opera	10,000.00
10/13/2011	3898	Boaz and Ruth	Community Sponsor LWTF	5,000.00
11/15/2011	3913	Richmond Ballet	2011 Nutcracker	50,000.00
12/15/2011	3926	Elijah House Academy	2010-2011 Scholarship for Latasha Booker	5,000.00
1/13/2012	3942	Museum of the Confederacy	Appomattox Site	50,000.00
3/15/2012	3975	Richmond Ballet	London Tour June 2012	20,000.00
3/15/2012	3976	New Tang Dynasty Group, Inc.	May 5 Performance Carpenter Theatre.	0.00
4/16/2012	3990	Children's Environmental Health Center	Table at luncheon May 7	0.00
4/19/2012	3992	The Mount Sinai Medical Center	Table Sponsor	5,000.00
4/30/2012	4002	Mount Vernon Ladies Association	James C. Rees Fellowship	5,000.00
6/12/2012	4015	University of Miami Ear Institute	Pediatric Audiology Booth	50,000.00
6/12/2012	4016	World Pediatric Project	Pediatric Surgery Team 2012-2013	10,000.00
6/12/2012	4017	Valentine Richmond History Center	1/3 pmts Costumes/Textiles Galleries	40,000.00
6/12/2012	4018	Moton Museum	Complete Galleries 11-VI	50,000.00
6/12/2012	4019	The Menokin Foundation	Renovate Menokin House/Grounds	15,000.00
6/12/2012	4020	LINC	Connecting with Cancer Patients Program	5,000.00
6/12/2012	4021	Historic Polegreen Church Foundation	Lecture Series	5,000.00
6/12/2012	4022	Historic Richmond Foundation	An Architectural Field Guide to Historic Richm...	5,000.00
6/12/2012	4023	Higher Achievement	Closing the Middle School Opportunity Ga[50,000.00
6/12/2012	4024	St. Mary's Episcopal Church	Water/Sewer Connection	75,000.00
6/12/2012	4025	Council for America's First Freedom	2013 Student Competition	10,000.00
6/12/2012	4026	VCU Dept of Intercollegiate Athletics	2/3 pmts William G. Reynolds Jr. Golf Center	30,000.00
6/12/2012	4027	Virginia Business Higher Education	Professional Services for "Grow by Degrees" ...	30,000.00
6/12/2012	4028	Virginia Museum of Fine Arts Foundation	3/3 pmts Picasso Exhibit	15,000.00
6/12/2012	4029	Union Presbyterian Seminary	1st of 4 pmts/Church Leadership Institute	25,000.00
6/12/2012	4030	Virginia Union University	1st of 2 pmts/Living & Learning Center	25,000.00
6/12/2012	4031	University of Virginia	1st of 5 pmts/Rotunda Restoration	100,000.00
6/12/2012	4032	Vanderbilt University	1st of 4 pmts/Reynolds Fund for Cancer Rese...	50,000.00
6/12/2012	4033	Western Kentucky University	1st of 3 pmts/Geological Resources Lab	40,000.00
6/12/2012	4034	Woodberry Forest School	1st of 4 pmts/Reynolds Family Dining Room	50,000.00
6/12/2012	4035	St. Catherine's School	1st of 5 pmts/Reynolds Physics Lab	100,000.00
6/12/2012	4036	SPARC	1st of 2 pmts/Board Conference Room	25,000.00
6/12/2012	4037	St. Joseph's Villa	1st of 3 pmts/Believing is Seeing Campaign	25,000.00
6/12/2012	4038	Seven Hills School	Endowment	25,000.00
6/12/2012	4039	Princeton University	2nd of 3 pmts/Richard S Reynolds III 55th Reu...	25,000.00
6/12/2012	4040	Ellen Shaw de Paredes Foundation	Fellowship in Breast Imaging	30,000.00
6/12/2012	4041	Byrd Theatre Foundation	Byrd Theatre Restoration	10,000.00
6/12/2012	4042	Center for Governmental Studies	Polling Initiative/Kennedy Book	25,000.00
6/12/2012	4043	Friends of Hollywood Cemetery	President's Circle, Phase I Campaign	20,000.00
6/12/2012	4044	George C. Marshall Foundation	1st of 2 pmts/AV Upgrade Pogue Auditorium	15,000.00
6/12/2012	4045	The Journey Through Hallowed Ground	Final pmt/ Of the Student Program	21,500.00
6/12/2012	4046	Longwood University	Expand Business Program	20,000.00
6/12/2012	4047	Maymont Foundation	Annual Support	8,000.00
6/12/2012	4048	Mount Vernon Ladies Association	1st of 5 pmts/Martha Washington Lecture Series	40,000.00
6/12/2012	4049	Montreat Conference Center	1st of 3 pmts/HVAC & Roof Reynolds Lodge	32,228.00
6/12/2012	4050	The Montpelier Foundation	Paul Jennings Memoir- Final Phase	5,000.00
6/12/2012	4051	Richmond Symphony	Youth Orchestra 50th Anniversary	15,000.00
6/12/2012	4052	Thomas Jefferson Foundation, Inc.	1st of 3 pmts/Mulberry Row	100,000.00
6/12/2012	4053	The Virginia Home	Annual Support	15,000.00
6/12/2012	4054	Virginia Capitol Square Foundation	First Families:Two Centuries with VA's First F...	5,000.00
Total Contributions				1,458,253.00
TOTAL				1,458,253.00

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

SOURCE	AMOUNT
INTEREST INCOME	174.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	174.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	285,730.	0.	285,730.
INTEREST INCOME	221,026.	0.	221,026.
TOTAL TO FM 990-PF, PART I, LN 4	506,756.	0.	506,756.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RICRYN, LLC	1	163,235.
TOTAL TO FORM 990-PF, PART I, LINE 5A		163,235.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		29,952.	
BUILDING INSURANCE		19,269.	
REPAIRS & MAINTENANCE		31,272.	
TAXES & LICENSES		5,451.	
UTILITIES		16,793.	
ALL OTHER EXPENSES		142.	
SERVICES		27,381.	
- SUBTOTAL -	1		130,260.
TOTAL RENTAL EXPENSES			130,260.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			32,975.

FORM 990-PF	OTHER INCOME		STATEMENT	5
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
OTHER INCOME	6,302.	6,302.		
TOTAL TO FORM 990-PF, PART I, LINE 11	6,302.	6,302.		

FORM 990-PF	LEGAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	5,998.	5,998.		0.	
TO FM 990-PF, PG 1, LN 16A	5,998.	5,998.		0.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	5,960.	5,960.		0.	
TO FORM 990-PF, PG 1, LN 16B	5,960.	5,960.		0.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	102,423.	102,423.		0.	
TO FORM 990-PF, PG 1, LN 16C	102,423.	102,423.		0.	

FORM 990-PF	TAXES			STATEMENT 9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	2,806.	1,871.		935.
BUSINESS PROPERTY EXCISE TAXES	211.	211.		0.
FOREIGN TAXES	77,396.	0.		0.
TAXES & LICENSES	6,604.	6,604.		0.
	5,451.	0.		0.
TO FORM 990-PF, PG 1, LN 18	92,468.	8,686.		935.

FORM 990-PF	OTHER EXPENSES			STATEMENT 10
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & FEES	807.	0.		0.
BANK CHARGES	287.	287.		0.
INSURANCE	2,250.	0.		2,250.
STORAGE	3,492.	0.		3,492.
OUTSIDE SERVICES	2,750.	0.		2,750.
EQUIPMENT	735.	0.		735.
OTHER	1,498.	0.		1,498.
OFFICE EXPENSE	1,810.	0.		1,810.
PAYROLL EXPENSES	2,000.	0.		0.
BUILDING INSURANCE	19,269.	0.		0.
ALL OTHER EXPENSES	142.	0.		0.
SERVICES	27,381.	0.		0.
TO FORM 990-PF, PG 1, LN 23	62,421.	287.		12,535.

FORM 990-PF **U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS** **STATEMENT 11**

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT OBLIGATIONS	X		2,427,924.	2,636,663.
MUNICIPALS		X	99,397.	104,087.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,427,924.	2,636,663.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			99,397.	104,087.
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,527,321.	2,740,750.

FORM 990-PF **CORPORATE STOCK** **STATEMENT 12**

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE SECURITIES	15,644,853.	16,284,389.
TOTAL TO FORM 990-PF, PART II, LINE 10B	15,644,853.	16,284,389.

FORM 990-PF **CORPORATE BONDS** **STATEMENT 13**

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE SECURITIES	1,325,439.	1,410,220.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,325,439.	1,410,220.

FORM 990-PF **OTHER INVESTMENTS** **STATEMENT 14**

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
RICRYN, LLC	FMV	767,785.	767,785.
A.D. REYNOLDS COLLECTION	FMV	28,379.	28,379.
REYNOLDS LITERATURE	FMV	101,303.	101,303.
TOTAL TO FORM 990-PF, PART II, LINE 13		897,467.	897,467.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 15

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

VICTORIA PITRELLI
1403 PEMBERTON RD SUITE 102
RICHMOND, VA 23233

TELEPHONE NUMBER

804-740-7350

FORM AND CONTENT OF APPLICATIONS

LETTER OUTLINING GRANT PROPOSAL, VERIFICATION OF APPLICANT'S TAX EXEMPT STATUS AND FINANCIAL INFORMATION (BUDGET OR FINANCIAL STATEMENTS).

ANY SUBMISSION DEADLINES

OCTOBER 31 AND APRIL 30

RESTRICTIONS AND LIMITATIONS ON AWARDS

MUST BE ORGANIZATION CLASSIFIED AS PUBLIC CHARITY OR QUALIFIED ORGANIZATION (EDUCATIONAL, LITERARY, SCIENTIFIC OR RELIGIOUS) DESCRIBED IN SECTION 170(C) OF THE INTERNAL REVENUE CODE.