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 08-01-2011 , and ending 07-31-2012

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

Name of foundation
RIDGEWAY EM-CHARITTUW

A Employer identification number
54-6202908

Number and street (or P O box number if mail is not delivered to street address) Room/suite
PO BOX 2907 - TRUST TAX DEPT

B Telephone number (see page 10 of the instructions)
(540) 665-4254

City or town, state, and ZIP code
WILSON, NC 278942907

C If exemption application is pending, check here ☐
D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,608,076

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	46,883	46,883		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	81,250			
	b	Gross sales price for all assets on line 6a 1,368,181				
	7	Capital gain net income (from Part IV, line 2)		81,250		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	128,133	128,133		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	22,469	22,469		
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	1,425			0
	17	Interest				0
	18	Taxes (attach schedule) (see page 14 of the instructions)	2,934			0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	140	140		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	26,968	22,609	0	0
	25	Contributions, gifts, grants paid	81,909			81,909
	26	**Total expenses and disbursements.** Add lines 24 and 25	108,877	22,609	0	81,909
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	19,256			
	b	**Net investment income** (if negative, enter -0-)		105,524		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	37,240	42,350	42,350
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶		0	0
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	586,755	670,161	708,190
c	Investments—corporate bonds (attach schedule)	803,291	751,072	775,842
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	98,686	81,644	81,694
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,525,972	1,545,227	1,608,076
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		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	1,525,972	1,545,227	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	1,525,972	1,545,227	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,525,972	1,545,227	

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	1,525,972
2	Enter amount from Part I, line 27a	2	19,256
3	Other increases not included in line 2 (itemize) ▶	3	12
4	Add lines 1, 2, and 3	4	1,545,240
5	Decreases not included in line 2 (itemize) ▶	5	13
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,545,227

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 Additional Data Table			
b				
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	See Additional Data Table			
b				
c				
d				
e				

	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	See Additional Data Table			
b				
c				
d				
e				

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	81,250
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	81,055	1,593,552	0 050864
2009	67,939	1,507,969	0 045053
2008	80,728	1,353,628	0 059638
2007	81,154	1,556,211	0 052148
2006	80,549	1,589,836	0 050665

2	**Total** of line 1, column (d).	2	0 258368
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 051674
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	1,569,682
5	Multiply line 4 by line 3.	5	81,112
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,055
7	Add lines 5 and 6.	7	82,167
8	Enter qualifying distributions from Part XII, line 4.	8	81,909

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter _______ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	2,110
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	2,110
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	2,110
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,492		
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	1,492
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	618
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶		**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
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		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶BRANCH BANKING & TRUST COMPANY Telephone no ▶(540) 665-4254

Located at ▶38 ROUSE AVE WINSCHESTER VA ZIP+4 ▶22601

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?	16		No

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		No
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 page 20 of the instructions)	2b		No
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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		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?	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
BRANCH BANKING AND TRUST COMPANY 38 ROUSE AVE WINCHESTER, VA 22601	TRUSTEE 1	22,469		

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

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

Total number of other employees paid over $50,000 ▶ 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 (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,593,586
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,593,586
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	1,593,586
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	23,904
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,569,682
6	**Minimum investment return.** Enter 5% of line 5	6	78,484

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

1	Minimum investment return from Part X, line 6	1	78,484
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 2,110		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	2,110
3	Distributable amount before adjustments Subtract line 2c from line 1	3	76,374
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	76,374
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	76,374

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	81,909
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
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	81,909
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	81,909

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

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

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					76,374
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only.				24,058	
b Total for prior years 2009 , 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 ▶ $ 81,909					
a Applied to 2010, but not more than line 2a				24,058	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .		0			
d Applied to 2011 distributable amount.					57,851
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 page 27 of the instructions . . .			0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					18,523
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)		0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the 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 page 27 of the instructions and Part VII-A, question 9)

1a 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 organization 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	
2a 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 organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

DENA KANE
38 ROUSS AVE
WINCHESTER, VA 226014738
(540) 665-4218

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

WRITTEN REQUEST - MUST DEMONSTRATE NEED AND QUALIFICATIONS WITHIN PARAMETERS OF FOUNDATION PURPOSE

c Any submission deadlines

MAY 31, ANNUALLY

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

CHARITIES MUST BE IN WINCHESTER AND SURROUNDING AREAS EMPHASIS IS PLACED ON PERSONAL SERVICES

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				81,909
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
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					
4 Dividends and interest from securities. . . .			14	46,883	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	81,250	
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). .				128,133	

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 128,133

(See worksheet in line 13 instructions on page 28 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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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)**		**No**
	(2) Other assets	**1a(2)**		**No**
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets	**1b(3)**		**No**
	(4) Reimbursement arrangements	**1b(4)**		**No**
	(5) Loans or loan guarantees	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		**No**

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2012-08-16 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
Firm's name		Firm's EIN	
Firm's address		Phone no	

May the IRS discuss this return with the preparer shown above? See instructions ☐ **Yes** ☑ **No**

Additional Data

Software ID:	
Software Version:	
EIN:	54-6202908
Name:	RIDGEWAY EM-CHARITTUW

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
310 AT&T INC		2009-05-08	2011-08-18
80 ALTRIA GROUP INC		2009-05-08	2011-08-18
1269 853 AMERICAN CENTURY DIVERSIFIED BOND FUND #		2011-06-17	2011-08-18
30 AMERON INC DEL COMMON		2011-01-05	2011-08-18
120 ASSISTED LIVING CONCEPTS INC COMMON		2011-01-05	2011-08-18
80 AUTODESK, INC COMMON		2011-06-17	2011-08-18
25 AVALONBAY CMNTYS INC COM		2010-04-08	2011-08-18
120 AVNET INCORPORATED		2011-01-05	2011-08-18
220 BCE INC		2009-05-08	2011-08-18
80 BERKLEY W R CORP		2011-01-05	2011-08-18
25 BOSTON PPTYS INC		2010-04-08	2011-08-18
160 BRANDYWINE REALTY TRUST REITS		2010-04-08	2011-08-18
310 BRISTOL MYERS SQUIBB COMPANY		2009-05-08	2011-08-18
90 CIT GROUP INC COMMON		2011-01-05	2011-08-18
70 CABOT OIL AND GAS		2011-01-05	2011-08-18
50 CASEY'S GENERAL STORES, INC COMMON		2011-01-05	2011-08-18
80 CENTURYTEL INC		2009-05-08	2011-08-18
60 CENTURYTEL INC		2011-01-05	2011-08-18
70 CHEVRON TEXACO CORP COMMON			2011-08-18
80 CINCINNATI FINANCIAL CORP		2010-04-08	2011-08-18
90 COCA COLA COMPANY		2009-05-08	2011-08-18
90 CONOCOPHILLIPS COM		2009-05-08	2011-08-18
60 CONSOLIDATED EDISON INC COMMON		2011-01-05	2011-08-18
150 DENBURY RESOURCES INC COMMON		2011-01-05	2011-08-18
40 DIGITAL REALTY TRUST INC COMMON		2011-01-05	2011-08-18
40 DIGITAL REALTY TRUST INC COMMON		2010-04-08	2011-08-18
170 DISCOVER FINL SVCS		2011-01-05	2011-08-18
397 954 DODGE & COX INCOME FUND		2011-01-05	2011-08-18
6214 353 DODGE & COX INCOME FUND			2011-08-18
180 DOMINION RESOURCES INC/VA COMMON		2009-05-08	2011-08-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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120 ENCORE WIRE CORPORATION COMMON		2011-01-05	2011-08-18
70 EQUITY RESIDENTIAL PPTY		2010-04-08	2011-08-18
70 FAMILY DOLLAR STORES INCORPORATED		2011-01-05	2011-08-18
1602 884 FEDERATED HIGH YIELD BOND INST CL FUND #			2011-08-18
3185 728 FEDERATED INTERMEDIATE FUND 303		2011-06-17	2011-08-18
6100 722 FIDELITY ADVISOR STRATEGIC INC FD CLASS I		2008-05-12	2011-08-18
140 FIFTH THIRD BANCORP		2011-01-05	2011-08-18
190 FOCUS MEDIA HOLDING LIMITED		2011-06-17	2011-08-18
250 FOOT LOCKER INC COMMON		2011-01-05	2011-08-18
220 GLAXO PLC		2009-05-08	2011-08-18
100 HCP, INC COMMON		2010-04-08	2011-08-18
1250 166 HARBOR INTERNATIONAL FUND			2011-08-18
90 HEALTH CARE REIT INC		2010-04-08	2011-08-18
180 H J HEINZ COMPANY		2009-05-08	2011-08-18
70 HIGHWOODS PPTYS INC		2010-04-08	2011-08-18
150 HOST MARRIOTT CORP NEW COM		2010-04-08	2011-08-18
190 HUDSON CITY BANCORP INC		2011-01-05	2011-08-18
90 HYATT HOTELS CORP CL A COMMON		2011-01-05	2011-08-18
170 INVESTORS BANCORP COMMON		2011-01-05	2011-08-18
120 JEFFERIES GROUP INC COMMON		2011-01-05	2011-08-18
90 JOHNSON & JOHNSON		2009-05-08	2011-08-18
60 KAISER ALUMINUM CORPORATION COMMON		2011-01-05	2011-08-18
120 KIMBERLY CLARK CORPORATION		2009-05-08	2011-08-18
130 KIMCO RLTY CORP		2010-04-08	2011-08-18
160 LEUCADIA NATIONAL CORP COMMON		2011-01-05	2011-08-18
190 ELI LILLY & CO		2009-05-08	2011-08-18
70 MACK CALI RLTY CORP COMMON		2011-01-05	2011-08-18
40 MASTERCARD INC - CLASS A		2011-06-17	2011-08-18
70 MCDONALDS CORPORATION			2011-08-18
90 THE MEN'S WEARHOUSE INC COMMON		2011-01-05	2011-08-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
210 NEW YORK COMMUNITY BANCORP INC COMMON		2011-01-05	2011-08-18
70 ONEOK INC NEW		2011-01-05	2011-08-18
110 PETROHAWK ENERGY CORP		2011-01-05	2011-08-18
80 PETROLEO BRASILEIR COMMON		2011-06-17	2011-08-18
80 PHILIP MORRIS INTERNATIONAL		2009-05-08	2011-08-18
3320 15 PIMCO COMMODITY REAL RETURN STRATEGY INS			2011-08-18
80 PLUM CREEK TIMBER CO LP DEPOSITARY UNIT		2011-01-05	2011-08-18
140 PROGRESS ENERGY, INC		2009-05-08	2011-08-18
40 RANGE RESOURCES CORP COMMON		2011-01-05	2011-08-18
70 RAY JAMES FINANCIAL, INC COMMON		2011-01-05	2011-08-18
50 REGENCY CENTERS CORP		2011-01-05	2011-08-18
220 REYNOLDS AMERICAN INC COMMON		2009-05-08	2011-08-18
130 ROCKWOOD HOLDINGS INC COMMON		2011-06-17	2011-08-18
140 ROYAL DUTCH SHELL PLC ADR CL B		2009-05-08	2011-08-18
40 SL GREEN REALTY COMMON		2010-04-08	2011-08-18
120 SPX CORPORATION		2011-06-17	2011-08-18
70 SCANA CORP COMMON		2009-05-08	2011-08-18
30 SCHNITZER STEEL INDS INC CL A		2011-01-05	2011-08-18
25 SIMON PPTY GROUP INC NEW COMMON		2011-01-05	2011-08-18
40 SIMON PPTY GROUP INC NEW COMMON		2010-04-08	2011-08-18
150 SOUTHERN COMPANY		2009-05-08	2011-08-18
170 SPIRIT AEROSYSTEMS HOLDINGS INC COMMON		2011-01-05	2011-08-18
1219 752 STERLING CAPITAL TOTAL RETURN BOND FUND			2011-08-18
2372 714 STERLING CAPITAL INTERMEDIATE U S GOVERNMENT FUND INST CL FU		2011-06-17	2011-08-18
180 SUNSTONE HOTEL INVESTORS INC COMMON		2010-04-08	2011-08-18
50 TAUBMAN CENTERS INC		2010-04-08	2011-08-18
70 TECH DATA CORPORATION COMMON		2011-01-05	2011-08-18
380 TELLABS, INC COMMON		2011-01-05	2011-08-18
60 THOMAS & BETTS CORPORATION COMMON		2011-06-17	2011-08-18
60 FINA S A SPONSORED		2010-04-08	2011-08-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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120 TRINITY INDS INC		2011-01-05	2011-08-18
50 UMB FINANCIAL CORP COMMON		2011-01-05	2011-08-18
50 ULTRA PETE CORP COM		2011-01-05	2011-08-18
10 UNILEVER PLC-SPONSORED ADR		2011-01-05	2011-08-18
120 UNILEVER PLC-SPONSORED ADR		2009-05-08	2011-08-18
70 VAIL RESORTS COMMON		2011-01-05	2011-08-18
250 VERIZON COMMUNICATIONS INC		2009-05-08	2011-08-18
80 VODAFONE GROUP PLC NEW SP ADR		2011-01-05	2011-08-18
240 VODAFONE GROUP PLC NEW SP ADR		2009-05-08	2011-08-18
55 VORNADO REALTY TRUST		2010-04-08	2011-08-18
260 WINDSTREAM CORP		2009-05-08	2011-08-18
8 WHITE MOUNTAINS INSURANCE GROUP LTD COMM		2011-01-05	2011-08-18
100 ADMIRAL GROUP PLC		2011-08-18	2011-11-21
320 BANK OF NEW YORK MELLON CORP		2011-08-18	2011-11-21
110 CITRIX SYSTEMS			2011-11-21
280 COVENTRY HEALTHCARE INC COMMON			2011-11-21
310 CYPRESS SEMICOMDUCTOR CORP COMMON		2011-08-18	2011-11-21
582 684 EAGLE SMALL CAP GROWTH FUND INST CL FUND			2011-11-21
90 ENCANA CORP COMMON		2011-08-18	2011-11-21
240 ENDO PHARMACEUT HLDGS INC COMMON		2011-08-18	2011-11-21
260 FOCUS MEDIA HOLDING LIMITED		2011-06-17	2011-11-21
20 GRAINGER W W INC COMMON		2011-08-18	2011-11-21
230 HCA HOLDINGS, INC COMMON		2011-08-18	2011-11-21
50 HSBC HLDGS PLC ADR		2011-08-18	2011-11-21
34 747 HARBOR INTERNATIONAL FUND		2009-05-08	2011-11-21
160 HELMERICH & PAYNE INC COMMON		2011-08-18	2011-11-21
330 MAXIM INTEGRATED PRODUCTS INC COMON			2011-11-21
10784 225 METROPOLITAN WEST TOTAL RETURN BOND FUND		2011-06-17	2011-11-21
150 NETEASE COM INC ADR		2011-08-18	2011-11-21
30 NOVO-NORDISK A S ADR		2011-08-18	2011-11-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
260 OWENS CORNING COMMON		2011-08-18	2011-11-21
6443 43 PIMCO TOTAL RETURN FUND 35			2011-11-21
1674 241 T ROWE PRICE INSTITUTIONAL EMERGING MARKETS BOND FD INST CL F		2011-08-18	2011-11-21
3665 014 PRINCIPAL PREFERRED SECURITIES FUND INST			2011-11-21
180 RYDER SYSTEMS, INC		2011-08-18	2011-11-21
130 SPX CORPORATION		2011-06-17	2011-11-21
190 ST JUDE MEDICAL INC COMMON		2011-08-18	2011-11-21
2860 SIRIUS XM RADIO INC COMMON		2011-08-18	2011-11-21
190 SOTHEBY'S HOLDINGS -CL A			2011-11-21
190 TJX COMPANIES		2011-08-18	2011-11-21
560 TAKE-TWO INTERACTIVE SOFTWRE COMMON			2011-11-21
80 TARGET CORP COM		2011-08-18	2011-11-21
120 UNITED THERAPEUTICS CORP DEL		2011-08-18	2011-11-21
120 VARIAN MED SYS INC		2011-08-18	2011-11-21
2763 445 VIRTUS QUALITY SMALL CAP FUND CL I FUND			2011-11-21
210 WARNACO GROUP INC COMMON		2011-06-17	2011-11-21
100 WHITING PETROLEUM CORP COMMON			2011-11-21
730 YAHOO INC COMMON			2011-11-21
40 BUNGE LIMITED		2011-08-18	2011-11-21
60 COVIDIEN PLC		2011-06-17	2011-11-21
140 HERBALIFE LTD		2011-08-18	2011-11-21
300 AVAGO TECHNOLOGIES LTD		2011-06-17	2011-11-21
30 ANIXTER INTERNATIONAL INC		2011-08-18	2012-04-04
40 ARM HOLDINGS PLC -SPONS ADR		2011-08-18	2012-04-04
280 BG GROUP PLC SPON ADR		2011-08-18	2012-04-04
30 BECTON DICKINSON & CO COMMON		2011-08-18	2012-04-04
28 BLACKROCK INC COMMON		2011-08-18	2012-04-04
50 BROADRIDGE FINANCIAL SOLUTIONS LLC COMMO		2011-11-21	2012-04-04
70 CANADIAN NATL RY CO		2011-08-18	2012-04-04
50 CENTENE CORP		2011-11-21	2012-04-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
70 CHICAGO BRIDGE & IRON CO NV		2011-11-21	2012-04-04
570 CHINA RESOURCES ENTERPRISE LTD SP ADR			2012-04-04
94 077 COHEN & STEERS REALTY SHARES INSTITUTION		2011-06-17	2012-04-04
110 COMCAST CORP NEW CL A SPL		2011-08-18	2012-04-04
60 DANAHER CORP COMMON		2011-08-18	2012-04-04
15 DASSAULT SYSTEMS COMMON		2011-08-18	2012-04-04
80 ECOLABS INC		2011-08-18	2012-04-04
20 FLOWSERVE CORP COM		2011-11-21	2012-04-04
7 GOOGLE INC CL A		2011-06-17	2012-04-04
220 HOSPIRA INC		2011-08-18	2012-04-04
40 ICF INTERNATIONAL INC COMMON		2011-08-18	2012-04-04
40 JGC CORPORATION			2012-04-04
30 JUPITER TELECOMMUNICATIONS CO LTD ADR		2011-08-18	2012-04-04
544 692 LAZARD EMERGING MKTS PORTFOLIO INST CLAS		2009-05-08	2012-04-04
9 MASTERCARD INC - CLASS A		2011-06-17	2012-04-04
50 MCCORMICK & CO INC COM		2011-08-18	2012-04-04
50 MILLER HERMAN INC COM		2011-08-18	2012-04-04
80 MTN GROUP LTD ADR		2011-08-18	2012-04-04
30 NESTLE SA ADR		2011-08-18	2012-04-04
370 NEWELL RUBBERMAID INC		2011-11-21	2012-04-04
15 NOBLE ENERGY INC		2011-08-18	2012-04-04
60 NORDSON CORP		2011-11-21	2012-04-04
60 NOVOZYMES A/S UNSPONS ADR		2011-06-17	2012-04-04
20 OGE ENERGY CORP COMMON		2011-11-21	2012-04-04
36 69 OPPENHEIMER DEVELOPING MARKETS FUND CL Y		2011-06-17	2012-04-04
40 PENTAIR INC COMMON		2011-11-21	2012-04-04
20 POLARIS INDUSTRIES INC		2011-11-21	2012-04-04
15 PRAXAIR,INC		2011-08-18	2012-04-04
50 PROCTOR AND GAMBLE COMPANY		2009-05-08	2012-04-04
30 PROCTOR AND GAMBLE COMPANY		2011-08-18	2012-04-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
140 PROGESSIVE CORP , OHIO COMMON		2011-08-18	2012-04-04
60 ROCHE HOLDING LTD ADR		2011-08-18	2012-04-04
620 SCHWAB CHARLES CORP NEW		2011-08-18	2012-04-04
60 SCRIPPS NETWORKS INTERACTIVE CL A COMMON		2011-06-17	2012-04-04
15 JM SMUCKER CO COMMON		2011-08-18	2012-04-04
60 TEXAS INSTRUMENTS INCORPORATED		2011-06-17	2012-04-04
25 3M COMPANY COMMON		2011-08-18	2012-04-04
50 THE TIMKEN COMPANY COMMON		2011-11-21	2012-04-04
70 TRINITY INDS INC		2011-11-21	2012-04-04
50 UNILEVER PLC-SPONSORED ADR		2011-01-05	2012-04-04
20 COVIDIEN PLC		2011-06-17	2012-04-04
120 QIAGEN N V		2011-08-18	2012-04-04
557 ACCO BRANDS CORP COMMON		2011-11-21	2012-06-18
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
8,822		7,877	945
2,054		1,371	683
14,172		13,867	305
2,524		2,287	237
1,499		1,891	-392
2,126		2,918	-792
3,199		2,274	925
3,116		3,940	-824
8,467		4,737	3,730
2,337		2,198	139
2,524		1,923	601
1,563		2,003	-440
8,628		6,265	2,363
2,882		4,210	-1,328
4,840		2,582	2,258
2,048		2,074	-26
2,745		2,410	335
2,059		2,797	-738
6,532		5,128	1,404
2,054		2,351	-297
6,084		3,842	2,242
5,775		4,139	1,636
3,239		2,959	280
2,236		2,814	-578
2,238		2,040	198
2,238		2,214	24
3,905		3,196	709
5,388		5,253	135
84,142		78,585	5,557
8,841		5,780	3,061

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,455		2,960	-505
4,054		2,825	1,229
3,423		3,198	225
15,372		15,896	-524
32,431		32,590	-159
77,296		71,195	6,101
1,351		2,076	-725
5,369		5,088	281
4,399		4,783	-384
9,086		6,809	2,277
3,355		3,276	79
68,309		48,912	19,397
4,194		4,053	141
9,333		6,359	2,974
2,182		2,201	-19
1,706		2,258	-552
1,113		2,491	-1,378
2,869		4,187	-1,318
2,247		2,289	-42
1,866		3,191	-1,325
5,649		4,946	703
2,866		2,965	-99
7,808		6,228	1,580
2,153		2,098	55
4,366		4,776	-410
6,650		6,880	-230
2,104		2,291	-187
12,459		10,746	1,713
6,060		4,249	1,811
2,312		2,236	76

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,593		3,969	-1,376
4,669		3,870	799
4,254		2,059	2,195
2,022		2,376	-354
5,457		3,255	2,202
29,383		26,264	3,119
2,800		3,032	-232
6,531		5,036	1,495
2,361		1,774	587
1,782		2,259	-477
1,967		2,092	-125
7,746		4,425	3,321
6,021		6,266	-245
8,937		6,952	1,985
2,776		2,406	370
6,074		9,165	-3,091
2,754		2,185	569
1,219		2,019	-800
2,841		2,457	384
4,546		3,397	1,149
6,001		4,393	1,608
2,541		3,499	-958
13,588		11,618	1,970
25,744		25,246	498
1,053		2,075	-1,022
2,802		2,057	745
2,938		3,086	-148
1,429		2,592	-1,163
2,374		3,048	-674
2,808		3,495	-687

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,712		3,181	-469
1,758		2,130	-372
1,793		2,321	-528
336		303	33
4,029		2,620	1,409
2,543		3,697	-1,154
8,781		6,994	1,787
2,157		2,178	-21
6,472		4,374	2,098
4,493		4,253	240
3,061		2,366	695
3,240		2,757	483
1,255		2,513	-1,258
5,878		6,547	-669
7,504		7,419	85
8,377		8,730	-353
5,529		5,464	65
21,320		22,545	-1,225
1,691		2,193	-502
7,763		7,390	373
3,723		6,963	-3,240
3,469		2,614	855
5,752		4,607	1,145
1,836		2,114	-278
1,797		1,483	314
8,494		8,515	-21
8,265		7,568	697
112,372		113,342	-970
6,615		6,937	-322
3,313		3,207	106

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7,014		6,958	56
69,460		70,914	-1,454
15,336		15,989	-653
34,744		37,089	-2,345
8,957		7,752	1,205
7,542		9,929	-2,387
6,762		7,889	-1,127
5,271		5,348	-77
5,277		7,043	-1,766
11,185		10,128	1,057
7,421		7,258	163
4,190		3,949	241
4,881		5,976	-1,095
6,853		6,449	404
32,167		32,471	-304
9,853		10,677	-824
4,458		4,932	-474
10,884		10,202	682
2,384		2,447	-63
2,675		3,167	-492
7,547		7,253	294
8,778		9,863	-1,085
2,128		1,520	608
1,126		957	169
6,261		5,795	466
2,336		2,337	-1
5,696		4,316	1,380
1,186		1,089	97
5,491		4,853	638
2,465		1,815	650

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,007		2,641	366
3,768		4,172	-404
4,041		3,847	194
3,175		2,254	921
3,313		2,510	803
1,341		1,119	222
4,914		3,626	1,288
2,305		1,874	431
4,446		3,465	981
7,942		9,533	-1,591
989		816	173
2,396		2,184	212
2,016		2,305	-289
10,632		7,293	3,339
3,864		2,418	1,446
2,718		2,266	452
1,112		893	219
1,302		1,491	-189
1,847		1,878	-31
6,477		5,485	992
1,456		1,261	195
3,218		2,586	632
1,747		1,861	-114
1,057		1,014	43
1,209		1,260	-51
1,835		1,446	389
1,439		1,178	261
1,706		1,424	282
3,368		2,586	782
2,021		1,813	208

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,230		2,500	730
2,597		2,480	117
8,984		7,452	1,532
2,897		2,869	28
1,215		1,063	152
1,926		1,883	43
2,194		1,942	252
2,555		1,993	562
2,319		1,877	442
1,646		1,517	129
1,076		1,056	20
1,886		1,760	126
5		6	-1
			286

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			945
			683
			305
			237
			-392
			-792
			925
			-824
			3,730
			139
			601
			-440
			2,363
			-1,328
			2,258
			-26
			335
			-738
			1,404
			-297
			2,242
			1,636
			280
			-578
			198
			24
			709
			135
			5,557
			3,061

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-505
			1,229
			225
			-524
			-159
			6,101
			-725
			281
			-384
			2,277
			79
			19,397
			141
			2,974
			-19
			-552
			-1,378
			-1,318
			-42
			-1,325
			703
			-99
			1,580
			55
			-410
			-230
			-187
			1,713
			1,811
			76

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-1,376
			799
			2,195
			-354
			2,202
			3,119
			-232
			1,495
			587
			-477
			-125
			3,321
			-245
			1,985
			370
			-3,091
			569
			-800
			384
			1,149
			1,608
			-958
			1,970
			498
			-1,022
			745
			-148
			-1,163
			-674
			-687

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-469
			-372
			-528
			33
			1,409
			-1,154
			1,787
			-21
			2,098
			240
			695
			483
			-1,258
			-669
			85
			-353
			65
			-1,225
			-502
			373
			-3,240
			855
			1,145
			-278
			314
			-21
			697
			-970
			-322
			106

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			56
			-1,454
			-653
			-2,345
			1,205
			-2,387
			-1,127
			-77
			-1,766
			1,057
			163
			241
			-1,095
			404
			-304
			-824
			-474
			682
			-63
			-492
			294
			-1,085
			608
			169
			466
			-1
			1,380
			97
			638
			650

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			366
			-404
			194
			921
			803
			222
			1,288
			431
			981
			-1,591
			173
			212
			-289
			3,339
			1,446
			452
			219
			-189
			-31
			992
			195
			632
			-114
			43
			-51
			389
			261
			282
			782
			208

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			730
			117
			1,532
			28
			152
			43
			252
			562
			442
			129
			20
			126
			-1

Form 990PF Part XV Line 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*				
AMERICAN CANCER SOCIETYPO BOX 720366 OKLAHOMA CITY, OK 73162	NONE	PUBLIC CHARITY	GENERAL FUNDS	500
BILLY GRAHAM EVANGELISTIC ASSN1 BILLY GRAHAM PARKWAY CHARLOTTE, NC 28201	NONE	PUBLIC CHARITY	GENERAL FUNDS	10,068
FERRUM COLLEGECOLLEGE RELATIONS OFFICE FERRUM, VA 24088	NONE	PUBLIC CHARITY	SCHOLARSHIP FUNDS	10,068
DAUGHTERS OF THE AMERICAN REVOLUTION1776 D STREET NW - ADM BLDG WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	GENERAL FUNDS	10,068
ADULT CARE CENTER OF THE NORTHERN SHENANDOAH VALLEY INC115 WOLFE ST WINCHESTER, VA 22601	NONE	PUBLIC CHARITY	TO ASSIST NEEDY ELDERLY	1,400
AMERICAN RED CROSS561 FORTRESS DR WINCHESTER, VA 22603	NONE	PUBLIC CHARITY	EMERGENCY ASSISTANCE	1,000
BIG BROTHERSBIG SISTERS OF WINCHESTER FREDERICK & CLARKE CNTY121 YOUTH DEVELOPMENT COURT WINCHESTER, VA 22601	NONE	PUBLIC CHARITY	GENERAL FUNDS	1,200
BLUE RIDGE AREA FOOD BANKP O BOX 937 VERONA, VA 24482	NONE	PUBLIC CHARITY	PUBLIC ASSISTANCE FOR NEEDY FAMILIES	1,500
BLUE RIDGE HOSPICE INC333 WEST CORK ST WINCHESTER, VA 22604	NONE	PUBLIC CHARITY	GENERAL FUNDS	1,300
C-CAP OF WINCHESTERPO BOX 2112 WINCHESTER, VA 22604	NONE	PUBLIC CHARITY	GENERAL FUNDS	1,300
CHILD ASSAULT PREVENTION PROGRAM125 YOUTH DEVELOPMENT COURT WINCHESTER, VA 22602	NONE	PUBLIC CHARITY	GENERAL FUNDS	1,200
CONCERN HOTLINEP O BOX 2032 WINCHESTER, VA 22601	NONE	PUBLIC CHARITY	GENERAL FUNDS	500
FREE MEDICAL CLINIC OF WINCHESTER301 N CAMERON ST SUITE 100 WINCHESTER, VA 22601	NONE	PUBLIC CHARITY	GENERAL FUNDS	1,500
KIDS ARE OUR CONCERN (CLEAN) 123 YOUTH DEVELOPMENT COURT WINCHESTER, VA 22602	NONE	PUBLIC CHARITY	GENERAL FUNDS	600
LEARY EDUCATIONAL FOUNDATIONP O BOX 3160 WINCHESTER, VA 22604	NONE	PUBLIC CHARITY	GENERAL FUNDS	600
UNITED WAY OF WINCHESTER FREDERICK & CLARKE COUNTIES PO BOX 460 WINCHESTER, VA 22604	NONE	PUBLIC CHARITY	GENERAL FUNDS	800
WILLIAM AND HENRY EVANS HOME INC330 EAST LEICESTER ST WINCHESTER, VA 22601	NONE	PUBLIC CHARITY	GENERAL FUNDS	500
HEALTHY FAMILIES OF THE NORTHERN SHENANDOAH VALLEY P O BOX 146 GORE, VA 22637	NONE	PUBLIC CHARITY	GENERAL FUNDS	1,000
NATIONAL DIVISION OF GENERAL BOARD GLOBAL MISSIONS OF UMC475 RIVERSIDE DRIVE NEW YORK, NY 10115	NONE	PUBLIC CHARITY	GENERAL FUNDS	10,068
SALVATION ARMY OF WINCHESTER P O BOX 2745 WINCHESTER, VA 22604	NONE	PUBLIC CHARITY	GENERAL FUNDS	1,000
VIRGINIA UNITED METHODIST FAMILY SERVICES3900 WEST BROAD ST RICHMOND, VA 23230	NONE	PUBLIC CHARITY	ASSIST NEEDY FAMILIES	20,137
THE LAUREL CENTERPOST OFFICE BOX 14 WINCHESTER, VA 22604	NONE	EXEMPT	GENERAL FUNDS	1,500
BOYS AND GIRLS CLUB OF NORTHERN WINCHESTER121 YOUTH DEVELOPMENT COURT WINCHESTER, VA 22602	NONE	EXEMPT	COMMUNITY	1,100
WINCHESTER EDUCATION FOUNDATION14 NORTH BRADDOCK STREET WINCHESTER, VA 22601	NONE	EXEMPT	EDUCATIONAL	3,000
Total . . . . ▶ **3a**				81,909

TY 2011 Other Decreases Schedule

Name: RIDGEWAY EM-CHARITTUW

EIN: 54-6202908

Description	Amount
DIFF IN MUTUAL FDS REC/REPORTED	13

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491235004032

TY 2011 Other Increases Schedule

Name: RIDGEWAY EM-CHARITTUW

EIN: 54-6202908

Description	Amount
ADJUSTMENT FOR ROUNDING	12