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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

2011For calendar year 2011 or tax year beginning OCTOBER 1, 2011, and ending SEPTEMBER 30, 2012

Name of foundation RECO FOUNDATION		A Employer identification number 54-6039609
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 25189	Room/suite ---	B Telephone number (see instructions) (804) 644-2800
City or town, state, and ZIP code RICHMOND, VA 23260-5189		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5399848	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	211000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	0	0	0	
	4 Dividends and interest from securities	137013	137013	0	
	5a Gross rents	0	0	0	
	b Net rental income or (loss)	0			
	6a Net gain or (loss) from sale of assets not on line 10	1355			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		1355		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances	0			
b Less: Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	32999	32999	0		
12 Total. Add lines 1 through 11	382367	171367	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0	0	0	0
	14 Other employee salaries and wages	0	0	0	0
	15 Pension plans, employee benefits	0	0	0	0
	16a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	0	0	0	0
	c Other professional fees (attach schedule)	34731	34731	0	0
	17 Interest	0	0	0	0
	18 Taxes (attach schedule) (see instructions)	5536	0	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	0
	20 Occupancy	0	0	0	0
	21 Travel, conferences, and meetings	0	0	0	0
	22 Printing and publications	0	0	0	0
	23 Other expenses (attach schedule)	0	0	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	40267	34731	0	0
	25 Contributions, gifts, grants paid	255950			255950
26 Total expenses and disbursements. Add lines 24 and 25	296217	34731	0	255950	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	86150				
b Net investment income (if negative, enter -0-)		136636			
c Adjusted net income (if negative, enter -0-)			0		

13P

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	97017	43031	43031
	2 Savings and temporary cash investments	259102	524958	524958
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	0	0	0
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶	0	0	0
	5 Grants receivable	0	0	0
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶	0	0	0
	8 Inventories for sale or use	0	0	0
	9 Prepaid expenses and deferred charges	0	0	0
	10a Investments—U.S. and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	2634237	2261558	2606353
	c Investments—corporate bonds (attach schedule)	1879694	1782965	1869442
	11 Investments—land, buildings, and equipment: basis ▶			
Less: accumulated depreciation (attach schedule) ▶	0	0	0	
12 Investments—mortgage loans	0	0	0	
13 Investments—other (attach schedule)	0	0	0	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation (attach schedule) ▶	0	0	0	
15 Other assets (describe ▶ <u>INVESTMENT FUNDS</u>)	0	340355	356064	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	4870050	4952867	5399848	
Liabilities	17 Accounts payable and accrued expenses	0	0	
	18 Grants payable	0	0	
	19 Deferred revenue	0	0	
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ▶)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	0	0	
	25 Temporarily restricted	0	0	
	26 Permanently restricted	0	0	
	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	4870050	4952867	
	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 (see instructions)	4870050	4952867	
31 Total liabilities and net assets/fund balances (see instructions)	0	0		

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	4870050
2 Enter amount from Part I, line 27a	2	86150
3 Other increases not included in line 2 (itemize) ▶	3	0
4 Add lines 1, 2, and 3	4	4956200
5 Decreases not included in line 2 (itemize) ▶ <u>CHECK. ACCT. ADJ TO CORRECT COMPUTATIONAL ERROR</u>	5	3333
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4952867

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b				
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				1355
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any		
a				
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	1355
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	<23872>

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.

N/A

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.

(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			
2009			
2008			
2007			
2006			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4 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.			8

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)		1	2733
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	2733
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
3 Add lines 1 and 2		5	2733
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	5499
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	0
6 Credits/Payments:		6c	0
a 2011 estimated tax payments and 2010 overpayment credited to 2011		6d	0
b Exempt foreign organizations—tax withheld at source		7	5499
c Tax paid with application for extension of time to file (Form 8868)		8	0
d Backup withholding erroneously withheld		9	0
7 Total credits and payments. Add lines 6a through 6d		10	2766
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	0
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax 2766 Refunded			

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 page 19 of the instructions for definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 0 (2) On foundation managers. ▶ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		
• By language in the governing instrument, or		
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law 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) ▶		
VIRGINIA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► NONE				
14	The books are in care of ► ROBERT C. COURAIN JR. Telephone no. ► 804-644-2800			
Located at ► 710 HOSPITAL ST. RICHMOND, VA ZIP+4 ► 23219-1218				
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	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	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 ► N/A				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 type="checkbox"/> Yes <input checked="" 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)?	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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 ► 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

- 5a During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
- 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? ☐ 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 N/A

6b X

7b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT C. COURAIN SR. 9 DEER RUN RD, MANAKEN-SABOT, VA 23103	PRES. / TRCA.	0	0	0
RUTH D. COURAIN 9 DEER RUN RD, MANAKEN-SABOT, VA 23103	V.P.	0	0	0
ALLEN G. GODLSBY III 951 E. BYRD ST, RICHMOND, VA 23219	DIRECTOR	0	0	0
< SEE ATTACHED SCHEDULE >				

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	4673663
b	Average of monthly cash balances <u>CHECK 1 MONEY MARKET FUND</u>	1b	540228
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	5213891
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	5213891
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	78208
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5135683
6	Minimum investment return. Enter 5% of line 5	6	256784

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	256784
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2733	
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	0	
c	Add lines 2a and 2b	2c	2733	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	254051	
4	Recoveries of amounts treated as qualifying distributions	4	0	
5	Add lines 3 and 4	5	254051	
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	254051	

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	255950
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	255950
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	255950

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				254051
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	16704			
b From 2007	9082			
c From 2008	25915			
d From 2009	12511			
e From 2010	13061			
f Total of lines 3a through e	77273			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 255950			0	
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2011 distributable amount				254051
e Remaining amount distributed out of corpus	1899			
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	79172			
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 instructions			0	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	16704			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	62468			
10 Analysis of line 9:				
a Excess from 2007	9082			
b Excess from 2008	25915			
c Excess from 2009	12511			
d Excess from 2010	13061			
e Excess from 2011	1899			

Part XIV Private Operating Foundations (see 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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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			N/A		
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))

ROBERT C. COURAIN JR.

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:

ROBERT C. COURAIN JR. 804-644-2800
RECO FOUNDATION 710 HOSPITAL ST., RICHMOND, VA 23219

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

OUR CONTRIBUTIONS ARE NORMAL ANNUAL GIFTS DO NOT REQUIRE APPLICATION.

c Any submission deadlines:

NONE

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

NONE

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
<div style="text-align: center; font-size: 2em; font-family: cursive;">SEE SCHEDULE</div>				
a Paid during the year				
b Approved for future payment				
Total				3a 255950
				3b 0

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

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

[illegible]

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

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

**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 of officer or trustee

2/5/13
Date

President

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

Schedule of Contributors

OMB No 1545-0047

2011

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

Name of the organization

Employer identification number

RECO FOUNDATION

54-6039609

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 foundation

Check 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 $\frac{1}{3}$ % 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).

Name of organization RECO FOUNDATION	Employer identification number 54-6039609
--	---

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	VERMONT AMERICAN INDUSTRIES INC. 710 HOSPITAL STREET RICHMOND, VA 23219	\$ 36,000.00	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	ROBERT C. COURAZZ JR. RUTH D. COURAZZ 710 HOSPITAL STREET RICHMOND, VA 23219	\$ 175,000.00	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.)

Name of organization RECO FOUNDATION	Employer identification number 54-6039609
--	---

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
-----	N/A	\$ -----	-----
-----	-----	\$ -----	-----
-----	-----	\$ -----	-----
-----	-----	\$ -----	-----
-----	-----	\$ -----	-----
-----	-----	\$ -----	-----
-----	-----	\$ -----	-----
-----	-----	\$ -----	-----

Name of organization

RECO FOUNDATION

Employer identification number

54-6039609

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. See instructions.) ▶ \$

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
-----		N/A	

(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

54-6039609

October 1, 2011 to September 30, 2012

DIVIDENDS AND INTEREST

Pg 1

DATE OF DIVIDEND AND INTEREST													
COMPANY	10/31/2011	11/30	12/31	1/31/2012	2/28	3/31	4/30	5/31	6/30	7/31	8/31	9/30/2012	TOTAL
Baxter Intl Inc	124			134			144			144			546
Sentinel FDS													0
Darden Restaurant		162			162			173			210		707
Pimco FDS Pac			8812			851			597			806	11066
Intuit Inc	52			52			57			57			218
Schroder FDS			111										111
Forum FDS Absol				69									69
Abbott Labs 5 125%	1922						1922						3844
Bank NY Mellon 4 6%				1150						1150			2300
Baxter Intl 1 800%						675						675	1350
Berkshire Hath 3 2%					800						800		1600
Gen Ele Cap 2 625%			984						984				1968
Praxair Inc 2 125%									797				797
Regions Bk 3 25%			813										813
Shell Intl 4 0%						1500						1500	3000
Fed Fm Cr Bk1 875%			938										938
Fed Hm Ln Bk 4 375	2188						2188		938				5314
Fed Hm Ln Bk 3 75%	1875						1875						3750
Fed Hm Ln Bk 2 0%													0
US Tres Note 4 250%		2125						2125					4250
US Tres Note 3 25%				1219						1219			2438
US Tres Note 3 625%					1813						1813		3626
Ridgeworth #203	940	1019	1101	955	915	933	999	911	1002	955	985	1019	11734
Templeton Incom	915	915	4338	919	919	922	921	922	917	921	922	746	14277
Apache Corp		41			41			48			48		178
Cameron Int Corp													0
Chevron Corp			305			305			353			353	1316
Occidental Pete	196			196			190			190			772
Schlumberger Ltd	100			113			124			134			471
Williams Cos Inc			201			235			272			283	991
Freeport-McMoran		75			75			107			107		364
Praxir Inc			897			116			116			116	1245
ABB LTD													0
Emerson Electric			156			156			172			172	656
Flowserve Corp	55			55			69			69			248
Fluor Corp	39			42			58			58			197
General Electric	197			224			237			237			895
Hunt J B Trans			59		48			49			49		205
Parker Hannifin													0
Union Pacific Corp	77			107			117			117			418
United Parcel		124				136		147				147	554
Amazon Inc													0
Coach Inc	99			99			109			146			453
Walt Disney Co				483									483
CVS Caremark		84			109			114			114		421
Pepsico Inc			224			238			152			152	766
Philip Morris	461		461				477			479			1878
Proctor Gamble		267			267			293			293		1120
Wal Mart Stores													0
Abbott Labs		326			329			363			363		1381
Amgen Inc			125			161			171			171	628
Express Scripts													0
Merck & Co	331			366			496			496			1689
Teva Pharmaceu			125			168			166			158	617
Thermo Fisher													0
Bank of America			20			22			22			22	86
BB&T Corp		94			94			125			125		438
Capital One Finan			34		34			36			36		140
Goldman Sachs			68			72			95			95	330
Hartford Finan	86			86			94			94			360
Invesco LTD			81			81			121			121	404
JP Morgan Chase	241			241			306			305			1093
Morgan Stanley		35			35			37			37		144
Wells Fargo			125			232			236			236	829
Adobe Syst													0
Apple Inc											477		477
Autodesk Inc													0
EMC Corp													0
Google Inc													0
Oracle Corp		63			63			68			69		263
Texas Instruments		131			131			145			145		552
Visa Inc			64			62			67			67	260
Venzon Comm		419						431			422		1690
Aberdeen FDS					418								0
Janus FDS			1800										1800
Manning & Napier			12892									130	13022
Oppenheimer FDS			2959										2959

Cisco Syst 3 150%					788							788	1576
Morgan Stan 5 450%			2722						2725				5447
Total Capital 2 300%					1150						1150		2300
Fed FM Cr Bk 3 00%			750					750					1500
National Oilwell			46		49			49			49		193
BE Aerospace													0
Paccar Inc			61	238	61			71			71		502
Quanta Svcs													0
Macy's Inc	85			104		231			231				651
Whirlpool Corp			120										120
General Mills		130			181		211				228		750
Pfizer Inc			313			344		389				389	1435
IBM Corp			135			135		161				161	592
Qualcomm			95			104		122				122	443
Teradata Corp													0
PNC Finan Svcs		184			184		225				225		818
Home Depot			239			239		239				239	956
Microsoft Corp						124		236				236	596
Mattel Inc						211		211				211	633
Northern Trus 3 375%					-37					844			807
Beam Inc								50			50		100
Fed Natl Mtg 1 250%								17					17
Fed Hm Ln Mt 1 625%								-316	406				90
Well Fargo 2 100%								-128					-128
Ecolab Inc									63				63
Fed Govt #5FFS	2	3	2	3	3	3	4	5	6	5	4		43
	9985	6197	38769	10262	6621	10036	10617	6534	9034	10202	8317	10439	137013

THE RECO FOUNDATION
54-6039608
YEAR ENDING SEPTEMBER 30, 2012
INVESTMENTS (CASH BASIS)

Pg 1

INVESTMENTS	BALANCE 10-1-11			STK DISB SHARES	ADDITIONS		DEDUCTIONS		BALANCE 9-30-12			GAIN/LOSS SECURITY TRAN	INTEREST DIVIDENDS RECD
	#SHARES	MKT VAL	COST		#SHARES	COST	#SHARES	COST	#SHARES	MKT VAL	COST		
SENTINEL FDS SIGWX	11733	84950	71371		1089	8127	12822	79498	0	0	0	23570	0
DARDEN RESTAU DRI	376	16074	17377		26	1333			402	22412	18710		707
NORTHERN TR 3 375%	0	0	0		0	52532			0	53935	52532		807
PIMCO FDS PAC PCRIX	10258	75803	72083		4153	28295			14411	102893	101378		11066
INTUIT INC INTU	346	16414	16525		34	1956			380	22374	18481		218
SCHRODER FDS SMDIX	3782	38991	46628		208	2541			3989	50025	49170		111
WELLS FARGO 2 100%	0	0	0		0	50014			0	51729	50014		-128
FED NATL MTG 1 250%	0	0	0		0	50468			0	50882	50468		17
FORUM FDS ABSOL ASFIX	21690	239891	232727		1146	12567			22836	256904	245294		69
ABBOTT LABS 5 125%	0	88437	78542						0	90338	78542		3844
BANK OF NY MELLON 4 6%	0	54832	50625						0	57356	50625		2300
BAXTER INTL INC 1 8%	0	76070	74946						0	75492	74946		1350
BERKSHIRE HATHAWAY 3 2%	0	52569	50401						0	53039	50401		1600
GENERAL ELECTRIC 2 625%	0	77117	76852						0	75463	76852		1968
PRAXAIR INC 2 125%	0	76767	74897						0	75833	74897		797
REGIONS BANK 3 250%	0	50277	51851				0	51851	0	0	0	-1851	813
SHELL INTL FIN 4%	0	80841	78593						0	78865	78593		3000
FED FARM CR BANK 1 875%	0	101808	100744						0	100314	100744		938
FED HOME LN MTG 1 625%	0	0	0		0	50675			0	50590	50675		90
ECOLAB INC ECL	0	0	0		315	18701			315	20415	18701		63
FREEPORT-MCMOR FCX	298	9074	12815		43	1884			341	13497	14700		364
FED HOME LN BANK 4 375%	0	101557	99950				0	99950	0	0	0	50	5314
FED HOME LN BANK 3 75%	0	101502	100000				0	100000	0	0	0		3750
COMCAST CORP CMCSA	0	0	0		410	14159			410	14655	14159		0
MATTEL INC MAT	0	0	0		680	20117			680	24120	20117		633
US TREASURY NT 4 250%	0	117938	104828						0	118070	104828		4250
US TREASURY NT 3 250%	0	83285	75167						0	83033	75167		2438
US TREASURY NT 3 625%	0	115438	97250						0	117844	97250		3626
RIDGEWORTH #203 RGCJ	26286	223166	230000						26286	234731	230000		11734
TEMPLETON INCOMITCINX	17358	219585	230000		112	1371			17470	233229	231371		14277
APACHE CORP APA	274	21986	29346		8	881			282	24385	30227		178
CAMERON INT CORFCAM	437	18153	18449		72	4078	145	7677	364	20409	14850	-572	0
CHEVRON CVX	376	34814	31226		16	1724			392	45692	32950		1316
BEAM INC BEAM	0	0	0		344	19903			344	19794	19903		100
OCCIDENTAL PETE OXY	425	30388	36776		1	105	75	7860	351	30207	29021	-426	772
SCHLUMBERGER SCB	451	26938	32143		37	2912			488	35297	35055		471
WALMART STORES WMT	0	0	0		260	18778			260	19188	18778		0
WILLIAMS COS INC WMB	804	19569	19496		103	3025	0	3554	907	31718	18967		991
PFIZER INC PFE	1200	21216	22611		568	11238			1768	43935	33849		1435
PRAXAIR INC PX	199	18603	17405		11	1214			210	21815	18619		1245
ABB LTD ABB	943	16106	20685		99	2070	1042	22755	0	0	0	-3111	0
EMERSON ELECT EMR	390	16111	19240		39	2027			429	20708	21267		656
FLOWSERVE CORP FLS	171	12654	14889		22	2617			193	24654	17506		248
FLUOR CORP FLR	333	15501	16980		30	1845			363	20430	18825		197
GENERAL ELECTRIC GE	1316	20030	23089		436	8816			1752	39788	31905		896
HUNT J B TRANS JBHT	453	16362	17348		10	518	463	17866	0	0	0	5937	205
PARKER HANNIN PH	230	14520	15799				230	15800	0	0	0	2002	0
UNION PACIFIC UNP	178	14537	14200		17	1896			195	23147	16096		418
UNITED PARCEL UPS	238	15030	15485		20	1536			258	18465	17021		554
ALLSTATE CORP ALL	0	0	0		495	19049			495	19607	19049		0
AMAZON INC AMZN	142	30705	21194		20	3654	162	24848	0	0	0	6341	0
MICROSOFT CORP MSFT	0	0	0		1340	41140	10	295	1330	39581	40845	16	596
COACH INC COH	438	22702	19629		47	3555			485	27170	23184		453
HOME DEPOT INC HD	823	27052	27303				115	4081	708	42742	23222	2483	956
T ROWE PRICE PRDSX	0	0	0		5513	96701			5513	97198	96701		0
WALT DISNEY CO DIS	805	24279	27979		61	2551	125	5462	731	38217	25068	1525	483
CVS CAREMARK CVS	670	22505	23874		224	10027			894	43287	33900		421
PEPSICO INC PEP	435	26927	28746		28	1765	180	12111	283	20028	18401	-370	766
PHILIP MORRIS PM	599	37366	33466		23	1886			622	55943	35351		1878
PROCTOR GAMBLE PG	508	32095	32439		14	910	155	10000	367	25455	23349	-173	1120
ABBOTT LABS ABT	685	35031	35847		26	1466			711	48746	37313		1381
AMGEN INC AMGN	447	24567	25597		29	1957			476	40122	27554		628
BAXTER INTL INC BAX	400	22456	23265		31	1767			431	25076	25032		546
EXPRESS SCRIPTS ESRX	676	25059	33808		39	2049	205	10610	510	31941	25244	2349	0
MERCK & CO MRK	872	28514	31065		320	12416	12	466	1180	53212	43015	-4	1689
TEVA PHARMACEU TEVA	601	22369	31910		36	1602			637	26378	33513		617
THERMO FISHER TMO	290	14686	15324				290	15324	0	0	0	-151	0
BANK OF AMERICA BAC	1967	12038	29433		224	1801			2191	19347	31234		86
BB&T CORP BBT	590	12585	14170		36	1095			626	20758	15265		438
CAPITAL ONE FIN COF	675	26750	28830		43	2108			718	40933	30938		140
GOLDMAN SACHS GS	194	18343	30592		13	1512			207	23532	32104		330
HARTFORD FIN HIG	864	13945	23657		72	1564			936	18196	25221		360
INVESCO LTD IVZ	659	10221	13957		43	1063			702	17543	15021		404
JP MORGAN CHASE JPM	963	29006	40744		56	2164			1019	41249	42908		1093
MORGAN STANLEY MS	694	9376	18715		588	8987			1292	21628	27701		144
PNC FINL SVC PNC	527	25396	31220		35	2149			562	35462	33369		818
WELLS FARGO WFC	1039	25061	30650		35	1092			1074	37085	31743		829
APPLE INC AAPL	159	60630	42124		21	10145			180	120079	52269		477
AUTODESK INC ADSK	557	15479	15857		49	1912	606	17769	0	0	0	426	0
EMC CORP EMC	1096	23005	22615		46	1249			1142	31142	23864		0
GOOGLE INC GOOG	64	32963	35542		3	1812			67	50552	37354		0
ORACLE CORP ORCL	1054	30292	28346		189	5740			1243	39105	34086		263
TEXAS INSTRUME TXN	594	15830	15608		260	8219			854	23532	23827		552
VISA INC V	289	24773	24285		14	1620			303	40687	25905		260
VERIZON COMM VZ	836	30765	26293		26	1005			862	39281	27298		1690
ABERDEEN FDS GGUIX	8141	87942	89265		504	5797			8654	99160	95062		0
JANUS FDS JSCOX	1872	38682	37595		397	8479			2269	49219	46074		1800
MANNING & NAPIE EXWAX	53783	374870	447498		2409	15495	29028	249772	27166	202112	213219	-27422	13022
OPPENHEIMER FDS ODVYX	4384	124892	129297		164	5415			4548	152758	134712		2959
CISCO SYST INC 3 150%	0	52560	51428						0	54820	51428		1576
MORGAN STANLEY 5 450%	0	96458	108150						0	109955	108150		5447
TOTAL CAPITAL SA 2 300%	0	102653	97480						0	104820	97480		2300
FEDERAL FARM CR BK 3 00%	0	50562	49990				0	49990	0	0	0		1500
NATIONAL OILWELL NOV	380	19464	25247		32	2675			412	33005	27922		193

BE AEROSPACE	BEAV	682	22581	24943	70	3236			752	31667	28179		0
PACCAR INC	PCAR	340	11499	16602	16	742			356	14247	17344		502
QUANTA SVCS	PWR	730	13714	15913	113	2476			843	20822	18389		0
MACY'S INC	M	850	22372	21315	305	9962	170	5947	985	37056	25331	913	651
WHIRLPOOL COR	WHR	240	11978	19865			240	19865	0	0	0	-6914	120
GENERAL MILLS	GIS	425	16358	15452	267	10463	692	25915	0	0	0	656	750
IBM CORP	IBM	180	31477	29472	9	1742			189	39208	31214		592
QUALCOMM	QCOM	440	21397	24368	46	2879			486	30361	27247		443
TERADATA CORP	TDC	365	19538	18628	35	2197			400	30164	20825		0
WPX ENERGY	WPX	0	0	0	277	3726	277	3726	0	0	0	779	0
MONEY MARKET		0	259102	259102					524958	524958			43
TOTAL		194569	4625674	4773033	0	24962	733939	47044	862992	172487	5356816	4909836	1355
													137013

** Spinoff WPX Energy from Williams Cos Inc
268 shares and cost basis \$3554

THE RECO FOUNDATION

54-6039609

**STATEMENT OF REVENUE AND EXPENDITURES AND
CHANGES IN FUND BALANCE (CASH BASIS)**

TAX YEAR ENDING SEPTEMBER 30, 2012

REVENUE

CONTRIBUTIONS	211000
DIVIDENDS AND INTEREST	137013
GAIN/(LOSS) SECURITY TRANSACTION	1355
OTHER INCOME(PER SCHEDULE)	32999
	<u>382367</u>

EXPENDITURES

CONTRIBUTIONS(PER SCHEDULE)	255950
FEDERAL EXCISE TAX	5536
INVESTMENT ADVISORY FEES	34731
OTHER EXPENSE(PER SCHEDULE)	0
	<u>296217</u>

REVENUE OVER EXPENDITURES	86150
FUND BALANCE BEGINNING OF YEAR	4870050
CHECK ACCT. ADJ. CORRECT COMP. ERROR	-3333
FUND BALANCE END OF YEAR	<u>4952867</u>

THE RECO FOUNDATION

54-6039609

OTHER INCOME

OCTOBER 1, 2011 TO SEPTEMBER 30, 2012

CAP. GAIN DISTRIBUTIONS

Pimco Commodity	1851
Schroder US	596
Forum Absolute	1092
Manning & Napier	15495
Templeton Global	1371
Aberdeen Equity	910
Janus Perkins	3557
Sentinel Small	8127

TOTAL	<u>32999</u>
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THE RECO FOUNDATION

54-6039609

Schedule of Professional Fees

Tax Year Ending September 30, 2012

Investment Advisory Fees	<u>\$34,731.00</u>
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THE RECO FOUNDATION

54-6039609

Schedule of Taxes

Tax Year Ending September 30, 2012

Payments

January 23, 2012 (IRS)	\$2,354	
February 14, 2012 (IRS)	2345	
April 25, 2012 (IRS)	37	(Year 2011)
June 14, 2012 (IRS)	800	
Total	<u>\$5,536</u>	

THE RECO FOUNDATION

54-6039609

YEAR ENDING SEPTEMBER 30, 2012

SCHEDULE OF CONTRIBUTIONS PAID

<u>RECIPIENT</u>	<u>AMOUNT</u>
AMERICAN RED CROSS	\$1,000 00
BIG BROTHERS, BIG SISTERS	1000
AMERICAN CANCER SOCIETY	1000
THE VMI FOUNDATION	2000
VMI KEYDET CLUB	2000
GEORGE MARSHALL FOUNDATION	1000
SALVATION ARMY	2000
CHESTERFIELD-COLONIAL HGTS CHRISTMAS MOTHER	500
MAKE-A-WISH FOUNDATION	1000
ANGEL FLIGHT MID-ATLANTIC	500
BOYS & GIRLS CLUB METRO RICHMOND	2000
HEART OF VA COUNCIL BSA	2000
CENTRAL VA FOOD BANK	8000
CHILDRENS HOSPITAL	1000
VA INSTITUTE OF PASTORAL CARE	500
ELK HILL FARM	1000
FAMILIES OF THE WOUNDED FUND INC	1000
RICHMOND HILL	1000
FIGHT SMA	1000
FREEDOM HOUSE	1000
MARINE TOYS FOR TOTS	500
UVA DARDEN SCHOOL FDN	4000
PARALYZED VETS OF AMERICA	1000
RICHMOND HABITAT FOR HUMANITY	1000
HOSPITAL HOSPITALITY HOUSE	1000
CHESTERFIELD PUB ED FOUNDATION	500
LITTLE SISTERS OF THE POOR	1500
MASSEY CANCER CENTER	4000
MEALS ON WHEELS	1000
PREVENT BLINDNESS	500
THOROUGHBREED RETIREMENT FDN	500
THE SMILE TRAIN DEPT FDN	1000
ST JOSEPH'S VILLA FOR CHILDREN	1000
THE VIRGINIA COLLEGE FUND	500
THE VIRGINIA HOME	2000
UNITED WAY GREATER RICHMOND / PETERSBURG	131500
RICHMOND SYMPHONY	1000
YMCA GREATER RICHMOND	1500
VSGN FDN	1000
MAYMONT FDN	1000
MINISTERING TO MINISTERS	500
THE HEALING PLACE	2000
ALS ASSOC	1000
BONAZ & RUTH	1000
COMFORT ZONE	2000
F L A G	500
POSITIVE VIBE CAFÉ	1000
ART 180	500
HENRICO CHRISTMAS MOTHER	500
CHILDRENS MUSEUM OF RICHMOND	500
COMMONWEALTH CATHOLIC CHARITIES	1000
COURAGE UNLIMITED CORP	500
GOOCHLAND FREE CLINIS & FAMILY SVC	3000
GOOCHLAND HIGH - LOIS HENLEY NURSING	1000
HISTORICAL RICHMOND FOUNDATION	500
UNITED NETWORK ORGAN SHARING	1000
SCIENCE MUSEUM OF VA FOUNDATION	1000
VALENTINE RICHMOND HISTORY CENTER	500
YELLOW RIBBON FUND	1000
GOOCHLAND CHRISTMAS MOTHER	500
RICHMOND CHALLENGER LITTLE LEAGUE	200
SAFE HARBOR	1000
FISHER HOUSE	1000

CHILD FUND INTERNATIONAL	1000
CARITAS	2000
CHILD SAVERS	500
ELIZABETH KATES FDN	1000
FIRST THINGS FIRST GREATER RICHMOND	1000
ANNA JULIA COOPER EPISCOPAL SCHOOL	1500
JUNIOR ACHIEVMENT CENTRAL VA	500
RICHMOND CHRISTMAS MOTHER	500
THE READ CENTER	1000
NOAHS CHILDREN	1000
SPECIAL OLYMPICS	1000
SUGAR PLUM INC	500
WILLIAM BYRD COMMUNITY HOUSE	500
CROSS OVER MINISTRY	1000
THE CARVER PROMISE	1000
J SARGEANT REYNOLDS CC EDU FDN	1000
ASSOC PRESERVATION OF VA ANTIQ	250
BON SECOURS HEALTH CARE FDN	3000
A GRACE PLACE	3000
HENRICO EDUCATION FDN	500
PETER PAUL DEVELOPMENT CENTER	1000
SPARC	1000
USOC (UNITED STATES OLYMPIC COMMITTEE)	1000
COMMUNITIES IN SCHOOLS OF VA	1000
COMMONWEALTH PARENTING CENTER	1000
NATL ALLIANCE MENTAL ILLNESS	1000
RVA UNITED	12000
FRIENDS ASSOC FOR CHILDREN	2,000
LUNCH PAIL DEFENSE FOUNDATION	1000
LEUKEMIA & LYMPHOMA SOCIETY	1000
USO (UNITED SERVICE ORGANIZATION)	1000
WORLD PEDIATRIC PROJECT	2000
CAPITAL AREA PARTNERSHIP (CAPUP)	1000

\$255,950.00

THE RECO FOUNDATION
54-603960
PART XV PAGE 10 LINE 3A
TAX YEAR ENDING SEPTEMBER 30 2012

<u>RECIPIENT</u>	<u>RELATIONSHIP</u>	<u>FDN STATUS</u>	<u>PURPOSE OF CONTRIBUTION</u>	<u>AMOUNT</u>
<u>VA Institute Pastoral Care</u> 2000 Brems Rd suite 105 Richmond, VA 23226	N/A	Public	Provide pastoral counseling meet community needs	\$500
<u>Richmond Hill</u> 2209 E. Grace Street Richmond, VA 23223	N/A	Public	Armstrong leadership program of Business	1000
<u>Big Brothers, Big Sisters</u> 1707 Summit Avenue Richmond, VA 23230	N/A	Public	Help Children realize their potential	1000
<u>Masser Cancer Center</u> 401 College St Richmond, VA 23298	N/A	Public	Cancer research, and patient care	4000
<u>The Virginia Home</u> 1101 Hampton Street Richmond, VA 23220	N/A	Public	Home for physically disabled Virginians	2000
<u>Hospital Hospitality House</u> 612 E. Marshall St Richmond, VA 23219	N/A	Public	Shelter/support life saving treatments	1000
<u>Maymount Foundation</u> 1700 Hampton Street Richmond, VA 23220	N/A	Public	Public park and museum	1000
<u>Fight SMA</u> 1807 Libbie Ave Richmond, VA 23226	N/A	Public	Advancing research/awareness of spinal muscular atrophy	1000
<u>Salvation Army</u> 2 W Grace St Richmond, VA 23241	N/A	Public	Needs for the less fortunate in the community	2000
<u>American Red Cross</u> 420 E. Cary Street Richmond, VA 23219	N/A	Public	To assist those in need, and provide training	1000
<u>VMI Foundation</u> P O Box 932 Lexington, VA 24450	N/A	Public	VMI annual giving	2000
<u>VMI Keydet Club</u> P O Box 932 Lexington, VA 24450	N/A	Public	VMI annual giving	2000
<u>Chester-Colonial Hqts X-mas Mother</u> P O Box 2500 Chesterfield, VA 23832	N/A	Public	Assist needs of families during the holiday season	500
<u>George C. Marshall Fdn</u> 1600 VMI Parade Lexington, VA 24450	N/A	Public	Service, scholarship education	1000
<u>Make A Wish Foundation</u> 9211 Forest Hill Ave Richmond, VA 23235	N/A	Public	Wish, trip for terminally ill children	1000
<u>Goochland High School</u> 3250 River Road West Goochland, VA 23083	N/A	Public	Lois P. Henley nursing scholarship	1000
<u>Angel Flight</u> 4620 Haygold Rd., suite 1 VA Beach, VA 23455	N/A	Public	Volunteer pilots providing shortest distance between home and hope	500
<u>Boaz & Ruth</u> 3030 Meadowbridge Rd Richmond VA 23222	N/A	Public	Rebuilding, empowering and connecting lives	1000
<u>Little Sister's of the Poor</u> 1503 Michael's Road Richmond VA 23229	N/A	Public	Providing care for the elderly	1500
<u>Richmond Symphony</u> 300 W Franklin St Richmond, VA 23220	N/A	Public	Commitment to symphonic music central Virginia	1000
<u>United Way Richmond/ Ptq.</u> P O Box 11807 Richmond, VA 23230	N/A	Public	To meet community human service needs	131500
<u>Chesterfield Pub. Ed. Fdn</u> P O Box 3683 Richmond VA 23235	N/A	Public	Provide financial and intellectual resources to public schools	500
<u>St. Joseph's Villa</u> 8000 Brook Road Richmond, VA 23227	N/A	Public	Working with families and children in need	1000
<u>Comfort Zone Camp</u> 2101 A Westmoreland St. Richmond, VA 23230	N/A	Public	Camp for children who experienced death of loved one	2000
<u>YMCA Greater Richmond</u> 2 W Franklin St Richmond, VA 23220	N/A	Public	Programs that build spirit, mind and body	1500
<u>Elk Hill</u> P O Box 89 Goochland, VA 23063	N/A	Public	Providing hope to Virginia's youth and families	1000
<u>Boys & Girls Club Metro Richm.</u> 2601 West Broad St. Richmond, VA 23220	N/A	Public	Create opportunities for children to grow into responsible adults	2000

RECIPIENT	RELATIONSHIP	FDN STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
<u>Central VA Food Bank</u> 1415 Rhoadmiller St Richmond, VA 23220	N/A	Public	To provide food for the hungry	8000
<u>CARITAS</u> P O Box 25790 Richmond, VA 23260	N/A	Public	Provider of homeless services	2000
<u>Children's Hospital</u> P O Box 26384 Richmond, VA 23286	N/A	Public	Medical care to medically challenged children	1000
<u>UVA Darden School Fdn</u> 100 Darden Boulevard Charlottesville, VA 22903	N/A	Public	Improve society by developing leaders	4000
<u>Heart of VA Council BSA</u> 4015 Fitzhugh Ave Richmond, VA 23230	N/A	Public	Prepare young men to make ethical choices over their lifetimes	2000
<u>The Healing Place</u> 700 Dinwiddle Ave Richmond, VA 23235	N/A	Public	Recovery services to homeless men with chemical dependency	2000
<u>F.L.A.G.</u> P O Box 115 Manakin, VA 23103	N/A	Public	For the love of animals in Goochland	500
<u>Manne Toys for Tots</u> P O Box 227 Quantico, VA 22134-0227	N/A	Public	Christmas for children.	500
<u>Families of the Wounded Fund</u> P O Box 330 Midlothian, VA 23113	N/A	Public	Support for wounded or injured soldiers	1000
<u>Freedom House</u> 1201 Hull Street Richmond, VA 23224	N/A	Public	Help for the homeless	1000
<u>Paralyzed Vets of America</u> 801 Eighteenth St NW Washington, DC 20006	N/A	Public	Support of veterans with spinal cord injury or disease	1000
<u>Ministering to Ministers</u> 501 Branchway Road N Chesterfield, VA 23236	N/A	Public	Helping ministers in stress or crisis	500
<u>United Network Organ Share</u> P O Box 2484 Richmond, VA 23218	N/A	Public	Manages nations organ transplant system	1000
<u>Tuckahoe Challenger Little League</u> 2440 Little League Drive Richmond, VA 23219	N/A	Public	Enable children with physical or mental challenges to play baseball	200
<u>Child Fund International</u> 2821 Emerywood Pkwy Richmond, VA 23294	N/A	Public	International assistance of children and their family members	1000
<u>Meals on Wheels</u> 1600 Willow Lawn Dr Richmond, VA 23230	N/A	Public	Meals for elderly and the disabled	1000
<u>Positive Vibe Cafe</u> 2825 Hathaway Rd Richmond VA 23225	N/A	Public	Training people with physical or cognitive disabilities	1000
<u>Prevent Blindness</u> 11618 Busy Street Richmond VA 23236	N/A	Public	Committed to saving sight.	500
<u>Habitat for Humanity</u> 2281 Dabney Rd , suite A Richmond, VA 23230	N/A	Public	Affordable home for low income families	1000
<u>The Smile Train</u> 245 Fifth Ave , suite 2201 New York, NY 1006	N/A	Public	Cleft surgery for children.	1000
<u>Child Savers</u> 200 N 22ND Street Richmond, VA 23223	N/A	Public	Mission is mental well being of children	500
<u>Elizabeth Kates FDN</u> 11300 W Huguenot Road Midlothian, VA 23113	N/A	Public	Making opportunities available for inmates	1000
<u>Thoroughbred Retirement Foundation</u> 2391 Broad Street Rd. Maidens, VA 23102	N/A	Public	Retired race horses	500
<u>VSGA Foundation</u> 600 Founders Bridge Blvd Midlothian, VA 23113	N/A	Public	To promote the sport of golf	1000
<u>ALS Assoc.</u> 27001 Aquora Road Calabasas Hills, CA 91301	N/A	Public	Fighting Lou Gehrigs disease	1000
<u>The Virginia College Fund</u> 6002 -A W Broad St. suite 201 Richmond, VA 23230	N/A	Public	Funds for private higher education	500
<u>Safe Harbor</u> P O Box 17996 Richmond, VA 23226	N/A	Public	Empowers survivors of sexual and domestic violence	1000

RECIPIENT	RELATIONSHIP	FDN STATUS	PURPOSE OF CONTRIBUTION	Pg 3 AMOUNT
<u>Art 180</u> 58 E. 4th Street Richmond, VA 23219	N/A	Public	After school programs for young people	500
<u>American Cancer Society</u> 4240 Park Place Ct. Glen Allen, VA 23060	N/A	Public	Fight against cancer	1000
<u>APVA Preservation</u> 204 W Franklin Street Richmond, VA 23220	N/A	Public	Preserving for the future.	250
<u>First Things First Greater Richmond</u> 5200 Grove Avenue Richmond, VA 23228-1633	N/A	Public	Strengthen families through education, collaboration, and mobilization.	1000
<u>Fisher House</u> 111 Rockville Pike Rockville, MD 20850	N/A	Public	Quality of life for our military service men and women, and their love ones	1000
<u>Junior Achievement Central VA</u> 4600 Cox Road Glen Allen, VA 23060	N/A	Public	Economic education to school children.	500
<u>Children's Museum of Richmond</u> 2626 W Broad Street Richmond, VA 2320	N/A	Public	Promote the learning of children.	500
<u>Commonwealth Catholic Charities</u> P O Box 6565 Richmond, VA 23230-0565	N/A	Public	Making a difference in the lives of families	1000
<u>Courage Unlimited Corp</u> P O Box 3606 Glyndon, MD 21071	N/A	Public	Helping children and their families	500
<u>Goochland Free Clinics & Fam Svc.</u> P O Box 116 Goochland, VA 23063	N/A	Public	Impact lives of Goochland County citizens	3000
<u>Historical Richmond Foundation</u> 4 E Main Street Richmond, VA 23219	N/A	Public	Advocates for history	500
<u>Communities In Schools of VA</u> 4121 Cox Rd suite 101 Glen Allen 23060	N/A	Public	Work in drop out prevention and education of at risk youth.	1000
<u>Science Museum of VA Foundation</u> P O Box 11624 Richmond, VA 23230	N/A	Public	To support the Science Museum	1000
<u>Valentine Richmond History Center</u> 1015 E Cary Street Richmond, VA 23219	N/A	Public	Preserving, collecting, interpreting, and educating Richmond's story.	500
<u>Yellow Ribbon Fund</u> 7200 Wisconsin Avenue Bethesda, MD 20814	N/A	Public	Welcoming our injured service members home	1000
<u>Goochland Christmas Mother</u> P O Box 322 Goochland, VA 23063	N/A	Public	Christmas help for families in Goochland County	500
<u>Richmond Christmas Mother</u> P O Box 85333 Richmond, VA 23293-5333	N/A	Public	Christmas help for families in City of Richmond	500
<u>The Read Center</u> 2000 Breemo Road Richmond VA 23226	N/A	Public	Help adults develop basic reading and communication skills	1000
<u>Anna Julia Cooper Episcopal</u> 2124 N 29th Street Richmond VA 23223	N/A	Public	Help students set their sights on college and responsible citizenship	1500
<u>Special Olympics</u> 3212 Skipwith Road Richmond, VA 23294	N/A	Public	Special Need athletes with with intellectual disabilities	1000
<u>Sugar Plum Inc.</u> 1353 Laskin Road Virginia Beach VA 23451	N/A	Public	Skills, life lessons, and confidence	500
<u>William Byrd Community House</u> 224 South Cherry Street Richmond VA 23220	N/A	Public	Create pathways to success for individual and families	500
<u>Cross Over Ministry</u> 8500 Quoccasin Road Richmond, VA 23229	N/A	Public	Health care to the uninsured in the greater Richmond area	1000
<u>The Carver Promise</u> P O Box 25812 Richmond VA 23260-6817	N/A	Public	Services to those of Carver elementary school	1000
<u>J. Sargeant Reynolds CC Ed. FDN</u> P O Box 26924 Richmond, VA 23261-6924	N/A	Public	Provide financial resources to address needs to provide a educated and skilled workforce	1000
<u>Henrico Christmas Mother</u> P O Box 27 Sandston, VA 23150	N/A	Public	Christmas for needy Henrico County families	500
<u>Bon Secours Health Care FDN</u> 5875 Breemo Road Richmond, VA 23226	N/A	Public	Serving the community through community health outreach	3000
<u>A Grace Place</u> 8030 Staples Mill Road Richmond, VA 23228	N/A	Public	Adult care center to explore the possibilities of life	3000

RECEIPT	RELATIONSHIP	FDN STATUS	PURPOSE OF CONTRIBUTION	AMOUNT	
<u>Noah's Children</u> 5855 Brems Road Richmond, VA 23226	N/A	Public	Services at the end of life	1000	pg 4
<u>SPARC</u> 2106-A North Hamilton Street Richmond, VA 23230	N/A	Public	Training for young people in the performing arts	1000	
<u>Commonwealth Parenting Ctr.</u> 4121 Cox Rd suite 101 Glen Allen, VA 23060	N/A	Public	Teaching parents about child development.	1000	
<u>Henrico Educational Foundation</u> P O Box 23120 Henrico, VA 23223-0420	N/A	Public	Vehicle to support public education in Henrico County, Virginia	\$500	
<u>Peter Paul Develop Center</u> 1708 N 22nd Street Richmond, VA 23223	N/A	Public	Community center serving Church Hill and east Richmond.	1,000	
<u>Natl Alliance Mental Illness</u> P O Box 8260 Richmond, VA 23226-0260	N/A	Public	Support for individuals and families affected by mental illness	1000	
<u>Friends Assoc. for Children</u> 1004 St. John Street Richmond, VA 23220	N/A	Public	Help a child in Richmond imagine the possibilities in their life	2000	
<u>Lunch Pail Defense Fdn.</u> 1861 Pryor Dr Blacksburg, VA 24060	N/A	Public	Academic college scholarship for a student from New River Valley	1000	
<u>RVA United</u> 2709 Monument Avenue Richmond, VA 23220	N/A	Public	Worship, create a culture of fellowship	12000	
<u>USO (United Services Organ)</u> P O Box 96860 Washington, DC 20077-2677	N/A	Public	Services to men and women of our armed forces and their families	1000	
<u>USOC (US Olympic Comm)</u> 1 Olympic Plaza Colorado Springs, CO 80909	N/A	Public	Sports development and training	1000	
<u>World Pediatric Project</u> 7201 Glen Forest Dr suite 304 Richmond, VA 23226	N/A	Public	Children and their families healthier and brighter future	2000	
<u>Leukemia & Lymphoma Soc.</u> 5504 Falmouth Street Richmond, VA 23230	N/A	Public	Blood cancer research and services	1000	
<u>Capital Area Partner (CAPUP)</u> 1021 Oliver Hill Way Richmond, VA 23219	N/A	Public	Providing resources to people to help themselves	1000	
				TOTAL	<u>\$255,950</u>

THE RECO FOUNDATION
54-6039609
TAX YEAR ENDING SEPTEMBER 30, 2012
MARKET VALUE
FORM 990-PF

PERIOD	MARKET VALUE SECURITIES	MONEY MARKET FUND	
		BEGIN	END
10/31/2011	4636916	259102	274039
11/30/2011	4592867	274039	277427
12/31/2011	4500103	277427	363380
1/31/2012	4672649	363380	370858
2/28/2012	4778711	370858	414440
3/31/2012	4876124	414440	373185
4/30/2012	4650834	373185	583140
5/31/2012	4441430	583140	588111
6/30/2012	4641021	588111	493083
7/31/2012	4699396	493083	500376
8/31/2012	4762051	500376	510991
9/30/2012	4831858	510991	524958
	<u>56083960</u>	<u>5008132</u>	<u>5273988</u>
PART X, PAGE 7 LINE 1A DIVIDED BY 12 =	<u>4673663</u>		<u>856843</u> <u>428422</u>

PART X, PAGE 7
LINE 1B
DIVIDED BY 12
DIVIDED BY 2

PERIOD	CASH/CHECK ACCOUNT	
	BEGIN	END
10/31/2011	93517	90317
11/30/2011	90317	90317
12/31/2011	90317	126317
1/31/2012	126317	123963
2/28/2012	126963	126963
3/31/2012	126963	120118
4/30/2012	120118	119081
5/31/2012	119081	119081
6/30/2012	119081	119081
7/31/2012	119081	119081
8/31/2012	119081	117581
9/30/2012	117581	43031
	<u>1368417</u>	<u>1314931</u>

PART X, PAGE 7
LINE 1B
DIVIDE BY 12
DIVIDE BY 2

223612
111806

RECO FOUNDATION

54-6039609

OCTOBER 1, 2011 TO SEPTEMBER 30, 2012

PG 1

SCHEDULE OF REALIZED GAINS AND (LOSSES)

<u>COMPANY</u>	<u>QTY</u>	<u>OPEN</u>	<u>CLOSE</u>	<u>CLO/AMT</u>	<u>COST</u>	<u>REALIZED</u>
SHORT						
Amazon Inc	10	6/8/2011	10/19/2011	2364	1895	469
Amazon Inc	15	7/18/2011	10/19/2011	3546	3188	358
Amazon Inc	10	8/31/2011	10/19/2011	2364	2133	231
Express Scripts	35	6/8/2011	10/19/2011	1411	1977	-566
Express Scripts	100	7/18/2011	10/19/2011	4031	5170	-1139
Parker Hannifin	10	6/8/2011	10/19/2011	774	867	-93
Parker Hannifin	30	7/18/2011	10/19/2011	2322	2591	-269
Parker Hannifin	20	8/31/2011	10/19/2011	1548	1461	87
J B Hunt Transport	35	6/8/2011	1/30/2012	1774	1514	260
J B Hunt Transport	50	7/18/2011	1/30/2012	2535	2401	134
J B Hunt Transport	25	8/31/2011	1/30/2012	1267	1001	266
Occidental Pete	5	6/8/2011	1/30/2012	496	518	-22
Occidental Pete	70	7/18/2011	1/30/2012	6939	7342	-404
Thermo Fisher Sci	15	6/8/2011	1/30/2012	785	936	-151
Thermo Fisher Sci	35	7/18/2011	1/30/2012	1831	2210	-379
Thermo Fisher Sci	35	8/31/2011	1/30/2012	1831	1915	-84
Whirlpool Corp	180	4/15/2011	1/30/2012	9713	15435	-5722
Whirlpool Corp	10	6/8/2011	1/30/2012	540	743	-203
Whirlpool Corp	40	7/18/2011	1/30/2012	2159	3061	-902
Whirlpool Corp	10	8/31/2011	1/30/2012	540	627	-87
Manning & Napier	877	2/22/2011	2/21/2012	6718	7876	-1158
Manning & Napier	5152	4/18/2011	2/21/2012	39467	46216	-6750
Manning & Napier	880	6/8/2011	2/21/2012	6742	8045	-1303
Manning & Napier	5089	7/18/2011	2/21/2012	38983	44734	-5751
Sentinel Small	644	8/31/2011	2/21/2012	5277	5174	103
Merck & Co	12	1/30/2012	2/21/2012	462	466	-4
Microsoft Corp	10	1/30/2012	2/21/2012	312	295	16
Amazon Inc	20	2/21/2012	3/6/2012	3623	3654	-30
Pepsico Inc	20	6/8/2011	4/12/2012	1305	1368	-67
Pepsico Inc	60	7/18/2011	4/12/2012	3914	4109	-195
WPX Energy	13	6/8/2011	4/12/2012	217	218	-1
WPX Energy	30	7/18/2011	4/12/2012	488	496	-8
WPX Energy	27	8/31/2011	4/12/2012	434	391	43
WPX Energy	9	2/21/2012	4/12/2012	146	173	-26
ABB Ltd	40	6/8/2011	4/27/2012	754	1031	-277
ABB Ltd	145	7/18/2011	4/27/2012	2734	3588	-855
ABB Ltd	85	8/31/2011	4/27/2012	1602	1803	-200
ABB Ltd	99	2/21/2012	4/27/2012	1866	2070	-204
Fed Farm Cr 3 000%	0	6/13/2011	6/13/2012	50000	50000	0
Cameron Intl	23	8/18/2011	8/2/2012	1127	1059	68
Cameron Intl	20	8/31/2011	8/2/2012	980	1031	-51
Cameron Intl	72	2/21/2012	8/2/2012	3528	4078	-550
Proctor & Gamble	14	2/21/2012	8/2/2012	888	910	-23
General Mills	50	8/31/2011	8/17/2012	1920	1894	26
General Mills	170	10/19/2011	8/17/2012	6528	6750	-223
General Mills	97	2/21/2012	8/17/2012	3725	3713	11
Autodesk Inc	30	8/31/2011	8/24/2012	901	843	57

Autodesk Inc	49	2/21/2012	8/24/2012	1471	1912	-441
Sentinel Small	1088	12/22/2011	9/4/2012	8727	8117	620
Sentinel Small	1	8/23/2012	9/4/2012	10	10	0
J B Hunt Transport	10	2/21/2012	9/7/2012	516	518	-2
Macy's Inc	55	10/19/2011	9/7/2012	2220	1636	584
Macy's Inc	115	2/21/2012	9/7/2012	4641	4311	329
Walt Disney	61	2/21/2012	9/7/2012	3157	2551	606

TOTAL	<u>15807</u>		<u>254153</u>	<u>278025</u>	<u>-23872</u>
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<u>COMPANY</u>	<u>QTY</u>	<u>OPEN</u>	<u>CLOSE</u>	<u>CLO/AMT</u>	<u>COST</u>	<u>REALIZED</u>
LONG						
Express Scripts	70	3/17/2010	10/19/2011	2822	3465	-644
Parker Hannifin	120	3/17/2010	10/19/2011	9288	7852	1436
Parker Hannifin	50	5/24/2010	10/19/2011	3870	3029	841
Regions Bk 3 250%	0	4/7/2010	12/9/2011	50000	51851	-1851
Theromo Fisher Sci	205	3/17/2010	1/30/2012	10725	10262	463
Manning & Napier	11518	3/17/2010	2/21/2012	88224	95250	-7026
Manning & Napier	4982	10/25/2010	2/21/2012	38161	43193	-5032
Manning & Napier	529	12/15/2010	2/21/2012	4056	4458	-402
Amazon Inc	35	3/17/2010	3/6/2012	6340	4616	1723
Amazon Inc	57	3/17/2010	3/6/2012	10253	7518	2735
Amazon Inc	15	5/24/2010	3/6/2012	2698	1843	855
Fd Hm Ln Bk 4 375%	0	4/8/2010	4/16/2012	100000	99950	50
Pepsico Inc	100	3/17/2010	4/12/2012	6523	6631	-108
WPX Energy	170	3/17/2010	4/12/2012	2760	2151	609
WPX Energy	28	5/24/2010	4/12/2012	461	299	162
Fd Hm Ln Bk 3 750%	0	4/6/2010	4/20/2012	100000	100000	0
ABB Ltd	603	3/17/2010	4/27/2012	11368	13085	-1717
ABB Ltd	70	5/24/2010	4/27/2012	1320	1178	142
Cameron Intl	30	7/18/2011	8/2/2012	1470	1509	-39
Proctor & Gamble	46	11/3/2010	8/2/2012	2917	2948	-31
Proctor & Gamble	25	6/8/2010	8/2/2012	1585	1621	-36
Proctor & Gamble	70	7/18/2011	8/2/2012	4438	4521	-83
General Mills Inc	375	8/12/2011	8/17/2012	14399	13558	842
Autodesk Inc	407	6/8/2010	8/24/2012	12221	10619	1602
Autodesk Inc	35	6/8/2011	8/24/2012	1051	1362	-311
Autodesk Inc	85	7/18/2011	8/24/2012	2552	3033	-481
Sentinel Small Co	3903	7/20/2009	9/4/2012	31342	21233	10109
Sentinel Small Co	6696	10/26/2009	9/4/2012	53837	41098	12738
Sentinel Small Co	481	8/31/2011	9/4/2012	3866	3866	0
Home Depot Inc	20	6/8/2011	9/7/2012	1142	683	458
Home Depot Inc	95	7/18/2011	9/7/2012	5423	3398	2025
J B Hunt Transport	273	3/17/2010	9/7/2012	14096	9926	4170
J B Hunt Transport	50	5/24/2010	9/7/2012	2579	1705	877
J B Hunt Transport	20	8/31/2011	9/7/2012	1033	801	232

Walt Disney Co	50	6/8/2011	9/7/2012	2588	1977	611	PG 3
Walt Disney Co	24	7/18/2011	9/7/2012	1242	934	308	

TOTAL	<u>31237</u>			<u>606650</u>	<u>581423</u>	<u>25227</u>	
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THE RECO FOUNDATION
54-6039609
October 1, 2011 to September 30, 2012
SALE OF INVESTMENTS

<u>COMPANY</u>	<u>TRADE DATE OF SALE</u>	<u>SETTLEMENT DATE</u>	<u>STATEMENT DATE</u>	<u>SHARES</u>	<u>SALES PRICE</u>
AMAZON INC	10/19/2011	10/24/2011	10/31/2011	35	8275
EXPRESS SCRIPTS	10/19/2011	10/24/2011	10/31/2011	205	8264
PARKER HANNIFIN CORP	10/19/2011	10/24/2011	10/31/2011	230	17802
REGIONS BANK 3 250%	12/9/2011	12/9/2011	12/31/2011	0	50000
JB HUNT TRANSPORT	1/30/2012	2/2/2012	2/29/2012	110	5577
OCCIDENTAL PETROLEUM	1/30/2012	2/2/2012	2/29/2012	75	7434
THERMO FISHER SCIENTIFIC	1/30/2012	2/2/2012	2/29/2012	290	15172
WHIRLPOOL CORP	1/30/2012	2/2/2012	2/29/2012	240	12951
MANNING & NAPIER	1/30/2012	2/2/2012	2/29/2012	29028	222338
SENTINEL SMALL CO-I	2/21/2012	2/22/2012	2/29/2012	644	5277
MERCK & CO	2/21/2012	2/24/2012	2/29/2012	12	462
MICROSOFT CORP	2/21/2012	2/24/2012	2/29/2012	10	312
AMAZON INC	3/6/2012	3/9/2012	3/31/2012	55	9963
AMAZON INC	3/6/2012	3/9/2012	3/31/2012	72	12953
FED HM LN BANK 4 375%	4/16/2012	4/16/2012	4/30/2012	0	100000
PEPSICO INC	4/12/2012	4/17/2012	4/30/2012	180	11741
WPX ENERGY INC	4/12/2012	4/17/2012	4/30/2012	277	4506
FED HM LN BANK 3 750%	4/20/2012	4/20/2012	4/30/2012	0	100000
ABB LTD SPONS	4/27/2012	5/2/2012	5/31/2012	1042	19644
FED FARM CR BANK 3 000%	6/13/2012	6/13/2012	6/30/2012	0	50000
CAMERON INTL CORP	8/2/2012	8/7/2012	8/31/2012	145	7105
PROCTOR & GAMBLE CO	8/2/2012	8/7/2012	8/31/2012	155	9828
GENERAL MILLS INC	8/17/2012	8/22/2012	8/31/2012	692	26572
AUTODESK INC	8/24/2012	8/29/2012	8/31/2012	606	18196
SENTINEL SMALL CO-I	9/4/2012	9/5/2012	9/30/2012	12178	97792
WALT DISNEY CO	9/7/2012	9/12/2012	9/30/2012	125	6988
HOME DEPOT INC	9/7/2012	9/12/2012	9/30/2012	115	6565
JB HUNT TRANSPORT	9/7/2012	9/12/2012	9/30/2012	353	18226
MACY'S INC	9/7/2012	9/12/2012	9/30/2012	170	6860
TOTAL				<u>47044</u>	<u>860803</u>

THE RECO FOUNDATION

56-6039609

October 1, 2011 to September 30, 2012

PURCHASE OF INVESTMENTS

<u>COMPANY</u>	<u>TRADE DATE OF PURCHASE</u>	<u>SETTLEMENT DATE</u>	<u>STATEMENT DATE</u>	<u>SHARES</u>	<u>COST</u>
APPLE INC	10/19/2011	10/24/2011	10/31/2011	5	2030
GENERAL MILLS	10/19/2011	10/24/2011	10/31/2011	170	6750
MACY'S INC	10/19/2011	10/24/2011	10/31/2011	190	5651
PFIZER INC	10/19/2011	10/24/2011	10/31/2011	365	6916
TEXAS INSTRS	10/19/2011	10/24/2011	10/31/2011	175	5358
PIMCO COMMODITY	12/7/2011	12/8/2011	12/31/2011	243 78	1850
SCHRODER US SMALL/MID	12/9/2011	12/12/2011	12/31/2011	52	596
FORUM ABSOLUTE	12/13/2011	12/14/2011	12/31/2011	98 92	1092
MANNING & NAPIER	12/15/2011	12/16/2011	12/31/2011	2409 08	15495
TEMPLETON GLOBAL	12/19/2011	12/19/2011	12/31/2011	111 85	1371
ABERDEEN EQUITY LONG	12/21/2011	12/21/2011	12/31/2011	81 73	910
JANUS PERKINS SMALL CAP	12/22/2011	12/23/2011	12/31/2012	173 19	3557
SENTINEL SMALL CO-I	12/29/2011	12/29/2011	12/31/2011	1088 04	8117
MATTEL INC	1/30/2012	2/2/2012	2/29/2012	680	20117
MERCK & CO	1/30/2012	2/2/2012	2/29/2012	320	12416
MICROSOFT CORP	1/30/2012	2/2/2012	2/29/2012	620	18304
ABERDEEN EQUITY LONG	2/21/2012	2/22/2012	2/29/2012	422 37	4887
FORUM ABSOLUTE	2/21/2012	2/22/2012	2/29/2012	1047	11475
JANUS PERKINS SMALL CAP	2/21/2012	2/22/2012	2/29/2012	223 71	4922
OPPENHEIMER DEVELOP	2/21/2012	2/22/2012	2/29/2012	164	5415
PIMCO COMMODITY	2/21/2012	2/22/2012	2/29/2012	3909 5	27445
SCHRODER US SMALL/MID	2/21/2012	2/22/2012	2/29/2012	155 25	1945
INVESCO LTD BERMUDA	2/21/2012	2/24/2012	2/29/2012	43	1063
ABB LTD SPONS	2/21/2012	2/24/2012	2/29/2012	99	2070
ABBOTT LABS	2/21/2012	2/24/2012	2/29/2012	26	1466
AMAZON	2/21/2012	2/24/2012	2/29/2012	20	3654
AMGEN INC	2/21/2012	2/24/2012	2/29/2012	29	1957
APACHE CORP	2/21/2012	2/24/2012	2/29/2012	8	881
APPLE INC	2/21/2012	2/24/2012	2/29/2012	16	8115
AUTODESK INC	2/21/2012	2/24/2012	2/29/2012	49	1912
BB&T CORP	2/21/2012	2/24/2012	2/29/2012	36	1095
BANK OF AMERICA CORP	2/21/2012	2/24/2012	2/29/2012	224	1801
BAXTER INTL INC	2/21/2012	2/24/2012	2/29/2012	31	1767
BE AEROSPACE INC	2/21/2012	2/24/2012	2/29/2012	70	3236
CVS CAREMARK CORP	2/21/2012	2/24/2012	2/29/2012	29	1291
CAMERON INTL CORP	2/21/2012	2/24/2012	2/29/2012	72	4078
CAPITAL ONE FINL	2/21/2012	2/24/2012	2/29/2012	43	2108
CHEVRON CORP	2/21/2012	2/24/2012	2/29/2012	16	1724
COACH INC	2/21/2012	2/24/2012	2/29/2012	47	3555
DARDEN RESTAURANTS	2/21/2012	2/24/2012	2/29/2012	26	1333
WALT DISNEY CO	2/21/2012	2/24/2012	2/29/2012	61	2551
EMC CORP MASS	2/21/2012	2/24/2012	2/29/2012	46	1249
EMERSON ELEC CO	2/21/2012	2/24/2012	2/29/2012	39	2027
EXPRESS SCRIPTS INC	2/21/2012	2/24/2012	2/29/2012	39	2049
FLUOR CORP	2/21/2012	2/24/2012	2/29/2012	30	1845
FLOWERVE CORP	2/21/2012	2/24/2012	2/29/2012	22	2617
FREEPORT-MCMORAN	2/21/2012	2/24/2012	2/29/2012	43	1884
GENERAL ELEC CO	2/21/2012	2/24/2012	2/29/2012	76	1479
GENERAL MILLS	2/21/2012	2/24/2012	2/29/2012	97	3713
GOLDMAN SACHS GROUP	2/21/2012	2/24/2012	2/29/2012	13	1512
GOOGLE INC	2/21/2012	2/24/2012	2/29/2012	3	1812
HARTFORD FINL SVCS	2/21/2012	2/24/2012	2/29/2012	72	1564
JB HUNT TRANSPORT	2/21/2012	2/24/2012	2/29/2012	10	518
INTL BUSINESS MACHINE	2/21/2012	2/24/2012	2/29/2012	9 00	1742
INTUIT INC	2/21/2012	2/24/2012	2/29/2012	34	1956
JP MORGAN CHASE	2/21/2012	2/24/2012	2/29/2012	56	2164
MACY'S INC	2/21/2012	2/24/2012	2/29/2012	115	4311
MORGAN STANLEY	2/21/2012	2/24/2012	2/29/2012	48	930
NATIONAL OILWELL	2/21/2012	2/24/2012	2/29/2012	32	2675
OCCIDENTAL PETROLEUM	2/21/2012	2/24/2012	2/29/2012	1	105
ORACLE CORP	2/21/2012	2/24/2012	2/29/2012	94	2710
PNC FINL	2/21/2012	2/24/2012	2/29/2012	35	2149
PACCAR INC	2/21/2012	2/24/2012	2/29/2012	16	742
PEPSICO INC	2/21/2012	2/24/2012	2/29/2012	28	1765
PFIZER INC	2/21/2012	2/24/2012	2/29/2012	203	4322
PHILIP MORRIS INTL	2/21/2012	2/24/2012	2/29/2012	23	1886
PRAXAIR INC	2/21/2012	2/24/2012	2/29/2012	11	1214
PROCTOR & GAMBLE CO	2/21/2012	2/24/2012	2/29/2012	14	910
QUALCOMM CORP	2/21/2012	2/24/2012	2/29/2012	46	2879

QUANTA SVCS	2/21/2012	2/24/2012	2/29/2012	113	2476
SCHLUMBERGER LTD	2/21/2012	2/24/2012	2/29/2012	37	2912
TERADATA CORP	2/21/2012	2/24/2012	2/29/2012	35	2197
TEVA PHARMACEUTICAL	2/21/2012	2/24/2012	2/29/2012	36	1602
TEXAS INSTRS	2/21/2012	2/24/2012	2/29/2012	85	2861
UNION PACIFIC CORP	2/21/2012	2/24/2012	2/29/2012	17	1896
UNITED PARCEL SVC	2/21/2012	2/24/2012	2/29/2012	20	1536
VERIZON COMMUNICATIONS	2/21/2012	2/24/2012	2/29/2012	26	1005
VISA INC	2/21/2012	2/24/2012	2/29/2012	14	1620
WELLS FARGO & CO	2/21/2012	2/24/2012	2/29/2012	35	1092
WILLIAMS COS	2/21/2012	2/24/2012	2/29/2012	103	3025
WPX ENERGY INC	2/21/2012	2/24/2012	2/29/2012	9	173
NORTHERN TRUST 3 375%	2/27/2012	3/1/2012	3/31/2012	0	52532
ECOLAB INC	3/6/2012	3/9/2012	3/31/2012	315	18701
BEAM INC	4/12/2012	4/17/2012	4/30/2012	245	13952
MICROSOFT CORP	4/27/2012	5/2/2012	5/31/2012	570	18258
FED NATL MTG ASSN 1 250%	6/18/2012	6/19/2012	6/30/2012	0	50468
FED HM LN MTG 1 625%	6/19/2012	6/20/2012	6/30/2012	0	50675
WELLS FARGO 2 100%	6/18/2012	6/20/2012	6/30/2012	0	50014
CVS CAREMARK CORP	8/2/2012	8/7/2012	8/31/2012	195	8736
GENERAL ELEC CO	8/2/2012	8/7/2012	8/31/2012	360	7337
BEAM INC	8/17/2012	8/22/2012	8/31/2012	99	5950
WALMART STORES	8/17/2012	8/22/2012	8/31/2012	260	18778
MICROSOFT CORP	8/24/2012	8/29/2012	8/31/2012	150	4578
MORGAN STANLEY	8/24/2012	8/29/2012	8/31/2012	550	8057
ORACLE CORP	8/24/2012	8/29/2012	8/31/2012	95	3030
SENTINEL SMALL CO-I	8/31/2012	8/31/2012	8/31/2012	1	10
T ROWE PRICE DIV SC GRW	9/4/2012	9/5/2012	9/30/2012	5513	96701
ALLSTATE CORP	9/7/2012	9/12/2012	9/30/2012	495	19049
COMCAST CORP	9/7/2012	9/12/2012	9/30/2012	410	14159

TOTAL	<u>24693 61</u>	<u>730385</u>
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PART VIII (Continued)

Reco Foundation
54-6039609

<u>(a) Name and address</u>	<u>Title Hours</u>	<u>Compen</u>	<u>Contribu benefits</u>	<u>Expense allow</u>
William M. Richardson 9605 George's Bluff Road Richmond, VA 23229	VP/Sec Director/0	0	0	0
Robert C. Courain III 1661 Millers Lane Manakin-Sabot, VA 23103	Director/0	0	0	0
Jennifer R. Courain 4641 Kensington Avenue Richmond, VA 23226	Director/0	0	0	0
Frank G. Louthan Jr. 2162 Cedar Field Lane Richmond, VA 23233	Director/0	0	0	0
Lauren C. Luke 203 Farnham Drive Richmond, VA 23236	Director/0	0	0	0