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

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
THE WILLIAM G. REYNOLDS, JR. CHARITABLE FOUNDATION

A Employer identification number 54-1900372

Number and street (or P O box number if mail is not delivered to street address) P. O. BOX 70459 | Room/suite

B Telephone number 804-267-3603

City or town, state, and ZIP code
RICHMOND, VA 23255

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,034,875.

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

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

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

	Line		(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				
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	7,344.	7,344.		STATEMENT 1
	4	Dividends and interest from securities	19,615.	19,615.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	37,486.			
	b	Gross sales price for all assets on line 6a 512,320.				
	7	Capital gain net income (from Part IV, line 2)		37,486.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	64,445.	64,445.	0.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	4,195.	4,195.	0.	0.
	c	Other professional fees				
	17	Interest	5.	5.	0.	0.
	18	Taxes				
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 4	16,995.	16,995.	0.	0.
	24	**Total operating and administrative expenses** Add lines 13 through 23	21,195.	21,195.	0.	0.
	25	Contributions, gifts, grants paid	54,000.			54,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	75,195.	21,195.	0.	54,000.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	<10,750.>			
	b	**Net investment income** (if negative, enter -0-)		43,250.		
	c	**Adjusted net income** (if negative, enter -0-)			0.	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	41,384.	231,743.	231,743.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations STMT 5	286,803.	256,861.	261,178.
	b	Investments - corporate stock STMT 6	587,188.	416,019.	541,862.
	c	Investments - corporate bonds			
	11	Investments - land, buildings and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ ACCRUED DIVIDENDS)	90.	92.	92.
	16	**Total assets** (to be completed by all filers)	915,465.	904,715.	1,034,875.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	915,465.	904,715.	
	30	**Total net assets or fund balances**	915,465.	904,715.	
	31	**Total liabilities and net assets/fund balances**	915,465.	904,715.	

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	915,465.
2	Enter amount from Part I, line 27a	2	<10,750.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	904,715.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	904,715.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	512,320.		474,834.	37,486.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				37,486.

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** 37,486.

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

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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))
2011	53,844.	1,065,285.	.050544
2010	50,000.	1,025,983.	.048734
2009	47,888.	954,128.	.050190
2008	48,000.	1,126,291.	.042618
2007	65,022.	1,312,155.	.049554

2	Total of line 1, column (d)	2	.241640
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	.048328
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,054,625.
5	Multiply line 4 by line 3	5	50,968.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	433.
7	Add lines 5 and 6	7	51,401.
8	Enter qualifying distributions from Part XII, line 4	8	54,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		1	433.
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	433.
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	433.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 484.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	484.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	51.
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 51.	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		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0. **(2)** On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			

14 The books are in care of ▶ SUSAN MCLANE Telephone no ▶804-267-3603
Located at ▶P. O. BOX 70459, RICHMOND, VA ZIP+4 ▶23255

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

			Yes	No
16	At any time during calendar year 2012, 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		X
	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 instructions)? N/A	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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)?	☐ 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)?	N/A	**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? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**	X
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?	N/A	**7b**	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

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

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

Part IX-B **Summary of Program-Related Investments**

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

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12-05-12

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	958,525.
b	Average of monthly cash balances			1b	112,160.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	1,070,685.
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	1,070,685.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	16,060.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	1,054,625.
6	**Minimum investment return.** Enter 5% of line 5			6	52,731.

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	52,731.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	433.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	433.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	52,298.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	52,298.
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	52,298.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	54,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	54,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	433.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	53,567.

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

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12-05-12

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				52,298.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007 903.				
b From 2008				
c From 2009 406.				
d From 2010				
e From 2011 892.				
f Total of lines 3a through e	2,201.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 54,000.				
a Applied to 2011, 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 2012 distributable amount				52,298.
e Remaining amount distributed out of corpus	1,702.			
5 Excess distributions carryover applied to 2012 (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	3,903.			
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 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	903.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	3,000.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009 406.				
c Excess from 2010				
d Excess from 2011 892.				
e Excess from 2012 1,702.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ [X] 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 or e-mail of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

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

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12-05-12

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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					7,344.
4 Dividends and interest from securities					19,615.
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					37,486.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		0.	64,445.

13 Total. Add line 12, columns (b), (d), and (e) 13 64,445.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee | Date: 5-9-13 | Title: Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
PHILIP A. HUSS, CPA, PLLC	PHILIP A. HUSS, C	05/03/13		P00625347
Firm's name ▶ PHILIP A. HUSS CPA PLLC			Firm's EIN ▶ 54-1649752	
Firm's address ▶ 110 WYLDEROSE DRIVE MIDLOTHIAN, VA 23113			Phone no 804-423-5694	

Form **990-PF** (2012)

223622
12-05-12

DISBURSEMENTS FROM THE WILLIAM G. REYNOLDS, JR. FOUNDATION IN 2012

CHECK #	AMOUNT	ISSUED TO	ADDRESS
R. N. Reynolds			
1632	$1000.00	Virginia War Memorial	621 S. Belvidere St., Richmond, VA 23220
1633	$500.00	City Singers Children's Choirs	3601 Seminary Ave., Richmond, VA 23227
1634	$1000.00	Virginia State Police Association	6944 Forest Hill Ave., Richmond, VA 23225
1635	$500.00	Holly Grove Volunteer Fire	P. O. Box 160, Louisa, VA 23092
1636	$500.00	Holly Grove Rescue	P. O. Box 160, Louisa, VA 23093
1637	$1000.00	Henrico Police Foundation	P. O. Box 3165, Glen Allen, VA 23060
1638	$1000.00	St. Geroge's School	P. O. Box 1910, Newport, RI 02840-0190
1639	$1500.00	Springfield Baptist Church	P. O. Box 2177, Glen Allen, VA 23059
1640	$500.00	Sportable	1365 Overbrook Rd., Room 2, Richmond, VA 23220
Total for RNR	**$7500.00**		
Susan Reynolds			
1612	$1000.00	Lewis Ginter Botanical Garden	1800 Lakeside Ave., Richmond, VA 23228
1613	$1000.00	Richmond SPCA	2519 Hermitage Rd., Richmond, VA 23220-1128
1615	$1500.00	Paul's Place	188 South Swinton Ave., Delray Beach, FL 33444
1641	$1500.00	VCU Foundation, Mary & Frances Youth Center	Lobs & Lessons Program, P.O. Box 843062, Richmond, VA 23284
1642	$1000.00	Virginia Historical Society	P. O. Box 7311, Richmond, VA 23221-0311
1643	$1500.00	Massey Cancer Center	Development Office, P. O. Box 980214, Richmond, VA 23298-0214
Total for Susan Reynolds	**$7500.00**		

RNR, Jr.			
1600	$500.00	MCV Foundation – ASAP (Access Support & Assistance Program)	P. O. Box 980234, Richmond, VA 23298
1601	$500.00	University of Virginia Health System	Office of Development, P. O. Box 400807, Charlottesville, VA 22907-3015
1602	$1000.00	The College of William & Mary	P. O. Box 1693, Williamsburg, VA 23187
1604	$2000.00	St. Mary's Episcopal Church	12291 River Road, Goochland, VA 23238
1605	$250.00	The Colonial Williamsburg Foundation	P. O. Box 1776, Williamsburg, VA 23187-9910
1606	$250.00	The Salvation Army	P. O. Box 26146, Richmond, VA 23260-6146
1607	$500.00	LEAD Virginia	707 E. Main St., Suite 1035, Richmond, VA 23219
1608	$1500.00	Benedictine High School Father Adrian Education Fund	304 N. Sheppard St., Richmond, VA 23221-2400
1609	$500.00	Mary Mother of the Church Abbey – Richmond Benedictine Monks	12829 River Road, Richmond, VA 23238
1610	$500.00	HOPE Church	12445 Patterson Ave., Richmond, VA 23238
Total for RNR, Jr.	**$7500.00**		
Robert			
1597	$2000.00 (Final year of 5 year commitment)	J. Sargeant Reynolds Community College Educational Foundation	P. O. Box 26924, Richmond, VA 23286-9243
1598	1500.00	First Presbyterian Church	4602 Cary Street Road, Richmond, VA 23226
1599	$3000.00	American Red Cross	P. O. Box 655, Richmond, VA 23218-0655
1600	$1000.00	MCV Foundation – ASAP (Access Support & Assistance Program)	P. O. Box 980234, Richmond, VA 23298
Total for Robert	**$7500.00**		
Louise			
1617	$1000.00	Alleghany County Humane Society	304 Karnes Road, Low Moor, VA 24457
1618	$500.00	Selma Fire Department	1106 Richmond Street, Clifton Forge, VA 24422

1619	$6000.00	Clifton Forge School of the Arts	P. O. Box 406 Clifton Forge, VA 24422
Total for Louise	**$7500.00**		
Mary Parham			
1596	$7000.00	Prince Avenue Christian School	595 Prince Ave., Athens, GA 30603
1616	$500.00	Rope A Dream Foundation	P. O. Box 254, Watkinsville,GA 30677
Total for Mary Parham	**$7500.00**		
Phil Huss			
1623	$1000.00	Better Housing Coalition	Attn: Andrea Butler, P. O. Box 12117, Richmond, VA 23241-0117
1624	$500.00	Feed More	1415 Rhoadmiller St., Richmond, VA 23220
1625	$750.00	Richmond Public Schools Foundation FBO Woodville Elementary	301 North Ninth Street, Richmond, VA 23219-1927
1626	$750.00	Church Hill Academy (CHAT)	601 North 31st Street, Richmond, VA 23223
Total for Phil	**$3000.00**		
Denise Lynch			
1611	$3000.00	Maybeury Elementary School (for Science / Tech lab equipment)	Dr. Eric Armbruster, Principal, 901 Maybeury Dr., Richmond, VA 23229
Total for Denise	**$3000.00**		
Susan McLane			
1620	$1000.00	Baptist Collegiate Ministries	Mr. Darrell Cook, Campus Minister, 307 Washington St., SW, Blacksburg, VA 24060
1622	$500.00	Children, Youth & Family Services, Inc.	1000 E. High Street, Charlottesville, VA 22902
1627	$1000.00	Parham Youth Football & Cheering Assoc.	P. O. Box 3002, Richmond, VA 23228-9701
1628	$250.00	Parham Road Baptist Church	Kids Cupboard, 2101 N. Parham Rd., Richmond, VA 23229
1629	$250.00	Salvation Army	P. O. Box 12400, Richmond, VA 23241-0400
Total for Susan	**$3000.00**		
TOTAL DISBURSED	**$54,000.00**		

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	AXIS CAPITAL HLDGS LTD 80	P		11/19/12
b	DEVON ENERGY CORP70	P		11/19/12
c	KLA-TENCOR CORP60	P		11/19/12
d	GOLDMAN SACHS GROUP INC1	P		11/19/12
e	MOSAIC COMPANY20	P		11/19/12
f	ROYAL DUTCH SHELL ADR B 50	P		11/19/12
g	UNITED STATES STEEL CORP60	P		07/16/12
h	FHLMC MTN 1.75% 053019-4000	P		11/19/12
i	UST NTS 2.625% 111520-7000	P		11/19/12
j	UST NTS 2.625% 111520-3000	P		11/19/12
k	UST NTS 2.625% 111520-2000	P		12/18/12
l	UST NTS 2.625% 111520-5000	P		12/18/12
m	UST NTS 2.625% 111520-6000	P		12/18/12
n	UST NTS 2.625% 111520-9000	P		12/18/12
o	UST NTS 1.375% 111512-6000	P		08/21/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,756.		2,618.	138.
b	3,727.		4,078.	<351.>
c	2,656.		2,845.	<189.>
d	119.		120.	<1.>
e	1,021.		926.	95.
f	3,409.		3,677.	<268.>
g	1,190.		2,411.	<1,221.>
h	4,154.		4,095.	59.
i	7,749.		7,479.	270.
j	3,321.		3,181.	140.
k	2,181.		2,146.	35.
l	5,454.		5,345.	109.
m	6,544.		6,648.	<104.>
n	9,816.		9,813.	3.
o	6,017.		6,086.	<69.>

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				138.
b				<351.>
c				<189.>
d				<1.>
e				95.
f				<268.>
g				<1,221.>
h				59.
i				270.
j				140.
k				35.
l				109.
m				<104.>
n				3.
o				<69.>

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

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05-01-12

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	UST NTS 1.375% 111512-6000	P		09/17/12
b	UST NTS 1.375% 111512-4000	P		09/17/12
c	UST NTS 1.375% 111512-5000	P		09/17/12
d	FNMA 2.75% 02/05/14-2000	P		06/05/12
e	FNMA 2.75% 02/05/14-3000	P		06/05/12
f	UST NOTE 4.25%11/15/13-7000	P		11/19/12
g	UST NOTES 4.875% 8/15/16-1000	P		11/19/12
h	UST NOTES 3.75% 11/15/18-3000	P		06/05/12
i	UST NOTES 3.75% 11/15/18-3000	P		06/05/12
j	APPLIED MATERIALS INC300	P		11/19/12
k	GREENHILL & CO INC40	P		11/19/12
l	HALLIBURTON COMPANY110	P		11/19/12
m	JPMORGAN CHASE & CO120	P		05/11/12
n	LEGGETT & PLATT INC60	P		11/19/12
o	LINEAR TECHNOLOGY CORP180	P		10/02/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	6,012.		6,069.	<57.>
b	4,008.		4,046.	<38.>
c	5,010.		5,053.	<43.>
d	2,080.		2,099.	<19.>
e	3,121.		3,144.	<23.>
f	7,279.		7,404.	<125.>
g	1,164.		1,188.	<24.>
h	3,536.		3,460.	76.
i	3,536.		3,485.	51.
j	3,094.		3,713.	<619.>
k	1,803.		2,053.	<250.>
l	3,461.		4,279.	<818.>
m	4,500.		5,312.	<812.>
n	1,612.		1,381.	231.
o	5,915.		5,387.	528.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				<57.>
b				<38.>
c				<43.>
d				<19.>
e				<23.>
f				<125.>
g				<24.>
h				76.
i				51.
j				<619.>
k				<250.>
l				<818.>
m				<812.>
n				231.
o				528.

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

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05-01-12

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	MICROCHIP TECHNOLOGY INC140	P		11/19/12
b	NUCOR CORP40	P		11/19/12
c	UNITED STATES STEEL CORP70	P		07/16/12
d	US BANCORP NEW60	P		06/04/12
e	US BANCORP NEW110	P		11/19/12
f	ALLIED WORLD ASSURANCE 50	P		11/19/12
g	APPLIED MATERIALS INC60	P		11/19/12
h	AT & T INC 140	P		11/19/12
i	AVALONBAY COMMUNITIES15	P		11/19/12
j	AVALONBAY COMMUNITIES5	P		11/19/12
k	BHP BILLITON LTD20	P		11/19/12
l	BAKER HUGHES INC46	P		01/17/12
m	BAKER HUGHES INC24	P		03/02/12
n	BAKER HUGHES INC120	P		03/02/12
o	BAXTER INTERNATIONAL INC30	P		11/19/12

	(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	4,198.		4,495.	<297.>
b	1,606.		1,572.	34.
c	1,389.		3,478.	<2,089.>
d	1,723.		1,592.	131.
e	3,529.		2,918.	611.
f	3,946.		2,230.	1,716.
g	619.		1,183.	<564.>
h	4,741.		3,493.	1,248.
i	1,947.		847.	1,100.
j	649.		279.	370.
k	1,402.		912.	490.
l	2,206.		2,976.	<770.>
m	1,178.		1,552.	<374.>
n	5,890.		4,155.	1,735.
o	1,993.		1,070.	923.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				<297.>
b				34.
c				<2,089.>
d				131.
e				611.
f				1,716.
g				<564.>
h				1,248.
i				1,100.
j				370.
k				490.
l				<770.>
m				<374.>
n				1,735.
o				923.

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

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

223591
05-01-12

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	BOEING CO20	P		11/19/12
b	BOSTON PROPERTIES INC20	P		11/19/12
c	BOSTON PROPERTIES INC10	P		11/19/12
d	CHEVRON CORPORATION50	P		11/19/12
e	CHUBB CORP125	P		03/27/12
f	CHUBB CORP50	P		11/19/12
g	CONOCOPHILLIPS24	P		04/11/12
h	CONOCOPHILLIPS11	P		04/11/12
i	CONOCOPHILLIPS65	P		04/11/12
j	CONOCOPHILIPS50	P		04/13/12
k	DEERE & CO40	P		11/19/12
l	DOVER CORP COMMON40	P		11/19/12
m	EMERSON ELECTRIC CO70	P		11/19/12
n	ERICSSON (LM) TEL-SP ADR70	P		11/19/12
o	ERICSSON (LM) TEL-SP ADR5.32	P		11/19/12

	(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	1,437.		1,259.	178.
b	2,033.		1,068.	965.
c	1,017.		502.	515.
d	5,203.		2,494.	2,709.
e	8,628.		4,287.	4,341.
f	3,808.		1,715.	2,093.
g	1,773.		1,896.	<123.>
h	812.		867.	<55.>
i	4,801.		2,943.	1,858.
j	3,713.		2,264.	1,449.
k	3,446.		2,173.	1,273.
l	2,505.		1,982.	523.
m	3,420.		2,182.	1,238.
n	609.		687.	<78.>
o	46.		43.	3.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				178.
b				965.
c				515.
d				2,709.
e				4,341.
f				2,093.
g				<123.>
h				<55.>
i				1,858.
j				1,449.
k				1,273.
l				523.
m				1,238.
n				<78.>
o				3.

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

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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	ERICSSON (LM) TEL-SP ADR50	P		11/19/12
b	ERICSSON (LM) TEL-SP ADR134.68	P		11/19/12
c	EXXON MOBIL CORP50	P		11/19/12
d	FRANKLIN RESOURCES20	P		11/19/12
e	FRANKLIN RESOURCES5	P		12/31/12
f	FRANKLIN RESOURCES17	P		12/31/12
g	FRANKLIN RESOURCES2	P		12/31/12
h	GAP INC50	P		04/25/12
i	GAP INC25	P		08/29/12
j	GAP INC50	P		08/30/12
k	GAP INC5	P		08/31/12
l	GAP INC9	P		09/04/12
m	GAP INC11	P		09/06/12
n	GAP INC14	P		09/06/12
o	GAP INC50	P		11/19/12

	(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	435.		504.	<69.>
b	1,172.		1,232.	<60.>
c	4,372.		2,353.	2,019.
d	2,598.		1,425.	1,173.
e	627.		356.	271.
f	2,130.		1,043.	1,087.
g	251.		135.	116.
h	1,395.		981.	414.
i	879.		491.	388.
j	1,813.		981.	832.
k	180.		98.	82.
l	323.		177.	146.
m	395.		216.	179.
n	503.		272.	231.
o	1,700.		972.	728.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				<69.>
b				<60.>
c				2,019.
d				1,173.
e				271.
f				1,087.
g				116.
h				414.
i				388.
j				832.
k				82.
l				146.
m				179.
n				231.
o				728.

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

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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	GAP INC4	P		12/04/12
b	GAP INC12	P		12/05/12
c	GAP INC13	P		12/05/12
d	GLAXOSMITHKLINE PLC-ADR60	P		11/19/12
e	HOME DEPOT INC100	P		11/19/12
f	HONEYWELL INTERNATIONAL90	P		11/19/12
g	JOHNSON & JOHNSON70	P		11/19/12
h	KEYCORP NEW600	P		06/04/12
i	KEYCORP NEW120	P		11/19/12
j	LEGGETT & PLATT INC20	P		11/19/12
k	LINEAR TECHNOLOGY CORP120	P		10/02/12
l	LINEAR TECHNOLOGY CORP80	P		11/19/12
m	MATTEL INC75	P		07/02/12
n	MATTEL INC90	P		11/19/12
o	MERCK & CO INC NEW65	P		11/19/12

	(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	126.		78.	48.
b	378.		233.	145.
c	410.		244.	166.
d	2,546.		2,525.	21.
e	6,286.		2,573.	3,713.
f	5,436.		3,274.	2,162.
g	4,870.		4,050.	820.
h	4,101.		3,202.	899.
i	986.		640.	346.
j	537.		482.	55.
k	3,943.		3,599.	344.
l	2,550.		2,399.	151.
m	2,434.		1,499.	935.
n	3,222.		1,777.	1,445.
o	2,812.		2,724.	88.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				48.
b				145.
c				166.
d				21.
e				3,713.
f				2,162.
g				820.
h				899.
i				346.
j				55.
k				344.
l				151.
m				935.
n				1,445.
o				88.

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

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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	MERCK & CO INC NEW65	P		11/19/12
b	MICROSOFT CORP450	P		04/10/12
c	MICROSOFT CORP55	P		11/14/12
d	MICROSOFT CORP95	P		11/14/12
e	MICROSOFT CORP50	P		11/14/12
f	MICROSOFT CORP70	P		11/19/12
g	MICROSOFT CORP25	P		12/07/12
h	MICROSOFT CORP180	P		12/13/12
i	JPMORGAN CHASE & CO105	P		05/11/12
j	JPMORGAN CHASE & CO25	P		05/25/12
k	JPMORGAN CHASE & CO80	P		11/19/12
l	MORGAN STANLEY & CO50	P		11/19/12
m	MORGAN STANLEY & CO50	P		11/19/12
n	MORGAN STANLEY & CO60	P		11/19/12
o	MORGAN STANLEY & CO15	P		11/21/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,812.		2,876.	<64.>
b	13,706.		12,200.	1,506.
c	1,485.		1,491.	<6.>
d	2,566.		2,566.	0.
e	1,350.		1,216.	134.
f	1,869.		1,702.	167.
g	661.		608.	53.
h	4,863.		4,376.	487.
i	3,938.		4,184.	<246.>
j	844.		996.	<152.>
k	3,250.		3,188.	62.
l	835.		1,538.	<703.>
m	835.		1,599.	<764.>
n	1,002.		1,779.	<777.>
o	244.		445.	<201.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				<64.>
b				1,506.
c				<6.>
d				0.
e				134.
f				167.
g				53.
h				487.
i				<246.>
j				<152.>
k				62.
l				<703.>
m				<764.>
n				<777.>
o				<201.>

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

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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	MORGAN STANLEY & CO50	P		11/21/12
b	MORGAN STANLEY & CO125	P		11/21/12
c	MORGAN STANLEY & CO33	P		11/21/12
d	MORGAN STANLEY & CO67	P		11/23/12
e	MORGAN STANLEY & CO100	P		11/23/12
f	MORGAN STANLEY & CO100	P		11/23/12
g	MORGAN STANLEY & CO25	P		11/23/12
h	NORTHROP GRUMMAN CORP35	P		02/02/12
i	NORTHROP GRUMMAN CORP115	P		02/02/12
j	NORTHROP GRUMMAN CORP125	P		02/03/12
k	NOVARTIS AG80	P		11/19/12
l	NUCOR CORP10	P		11/19/12
m	PROCTER & GAMBLE CO17.7027	P		11/19/12
n	PROCTER & GAMBLE CO32.2973	P		11/19/12
o	SAFEWAY INC NEW240	P		11/19/12

	(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	813.		1,543.	<730.>
b	2,033.		3,625.	<1,592.>
c	537.		991.	<454.>
d	1,099.		2,013.	<914.>
e	1,640.		3,091.	<1,451.>
f	1,640.		2,529.	<889.>
g	412.		632.	<220.>
h	2,051.		1,360.	691.
i	6,737.		4,674.	2,063.
j	7,305.		5,081.	2,224.
k	4,753.		3,719.	1,034.
l	402.		447.	<45.>
m	1,196.		573.	623.
n	2,181.		922.	1,259.
o	4,030.		4,876.	<846.>

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				<730.>
b				<1,592.>
c				<454.>
d				<914.>
e				<1,451.>
f				<889.>
g				<220.>
h				691.
i				2,063.
j				2,224.
k				1,034.
l				<45.>
m				623.
n				1,259.
o				<846.>

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

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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	SCHLUMBERGER LTD43	P		11/19/12
b	SCHLUMBERGER LTD7	P		11/19/12
c	SCHLUMBERGER LTD10	P		12/28/12
d	SCHLUMBERGER LTD40	P		12/28/12
e	SIMON PROPERTY GROUP20	P		11/19/12
f	TEX INSTRUMENTS INC75	P		04/10/12
g	TEX INSTRUMENTS INC110	P		11/19/12
h	UNILEVER PLC SPONS ADR F170	P		11/19/12
i	US BANCORP NEW140	P		06/04/12
j	UNITED STATES STEEL CORP65	P		07/16/12
k	UNITED STATES STEEL CORP55	P		07/16/12
l	UNITED STATES STEEL CORP30	P		08/27/12
m	UNITED STATES STEEL CORP50	P		08/27/12
n	VODAFONE GROUP SPONS ADR102.261	P		11/19/12
o	VODAFONE GROUP SPONS ADR57.739	P		11/19/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,986.		3,863.	<877.>
b	486.		630.	<144.>
c	680.		900.	<220.>
d	2,722.		2,049.	673.
e	2,961.		1,020.	1,941.
f	2,397.		2,186.	211.
g	3,170.		3,266.	<96.>
h	6,319.		3,750.	2,569.
i	4,020.		3,487.	533.
j	1,290.		3,374.	<2,084.>
k	1,091.		3,081.	<1,990.>
l	618.		1,532.	<914.>
m	1,030.		2,400.	<1,370.>
n	2,603.		2,510.	93.
o	1,470.		1,393.	77.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				<877.>
b				<144.>
c				<220.>
d				673.
e				1,941.
f				211.
g				<96.>
h				2,569.
i				533.
j				<2,084.>
k				<1,990.>
l				<914.>
m				<1,370.>
n				93.
o				77.

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

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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	WEYERHAEUSER CO25	P		10/02/12
b	WEYERHAEUSER CO135	P		10/03/12
c	WEYERHAEUSER CO125	P		11/19/12
d	WEYERHAEUSER CO31	P		12/24/12
e	WEYERHAEUSER CO75	P		12/26/12
f	WEYERHAEUSER CO25	P		12/28/12
g	WEYERHAEUSER CO75	P		12/31/12
h	FHLMC 1.375% 022514-9000	P		11/19/12
i	FNMA 2.375% 041116-6000	P		11/19/12
j	FNMA 1.625% 102615-8000	P		11/19/12
k	FNMA 2.75% 02/05/14-9000	P		06/05/12
l	FNMA 2.75% 02/05/14-12000	P		06/05/12
m	FNMA 2.75% 02/05/14-5000	P		06/05/12
n	UST NOTES 4.875% 8/15/16-1000	P		11/19/12
o	UST NTS 3% 022817-6000	P		11/19/12

	(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	655.		1,605.	<950.>
b	6,557.		13,119.	<6,562.>
c	4,395.		4,465.	<70.>
d	880.		482.	398.
e	2,100.		1,166.	934.
f	694.		389.	305.
g	2,067.		1,166.	901.
h	9,130.		9,001.	129.
i	6,384.		6,346.	38.
j	8,284.		7,891.	393.
k	9,362.		8,999.	363.
l	12,483.		12,126.	357.
m	5,201.		5,068.	133.
n	1,164.		1,120.	44.
o	6,628.		6,330.	298.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				<950.>
b				<6,562.>
c				<70.>
d				398.
e				934.
f				305.
g				901.
h				129.
i				38.
j				393.
k				363.
l				357.
m				133.
n				44.
o				298.

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

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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	UST NTS 2.625% 111520-3000	P		11/19/12
b	UST NTS 2.625% 111520-1000	P		12/18/12
c	UST NTS 1.375% 111512-7000	P		01/19/12
d	UST NTS 1.375% 111512-15000	P		07/26/12
e	UST NTS 1.375% 111512-7000	P		08/21/12
f	UST NTS 1.375% 111512-1000	P		09/17/12
g	UST NOTES 3.75% 11/15/18-3000	P		06/05/12
h	UST NOTES 3.75% 11/15/18-7000	P		06/05/12
i	UST NOTES 3.75% 11/15/18-3000	P		06/05/12
j	UST NOTES 3.75% 11/15/18-15000	P		06/05/12
k	UST NOTES 3.75% 11/15/18-1000	P		06/05/12
l	CAPITAL GAINS DIVIDENDS			
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,321.		2,921.	400.
b	1,091.		1,060.	31.
c	7,072.		7,102.	<30.>
d	15,055.		15,218.	<163.>
e	7,020.		7,102.	<82.>
f	1,002.		1,014.	<12.>
g	3,536.		3,063.	473.
h	8,252.		7,199.	1,053.
i	3,536.		3,102.	434.
j	17,682.		15,286.	2,396.
k	1,179.		1,023.	156.
l	736.			736.
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				400.
b				31.
c				<30.>
d				<163.>
e				<82.>
f				<12.>
g				473.
h				1,053.
i				434.
j				2,396.
k				156.
l				736.
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	37,486.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

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

SOURCE	AMOUNT
WELLS FARGO - #0145	7,341.
WELLS FARGO - #6795	3.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	7,344.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO - #0145	20,351.	736.	19,615.
TOTAL TO FM 990-PF, PART I, LN 4	20,351.	736.	19,615.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PHILIP A. HUSS, CPA	4,195.	4,195.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	4,195.	4,195.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKER - MANAGEMENT FEES	16,758.	16,758.	0.	0.
BROKER - FOREIGN TAX W/H	237.	237.	0.	0.
TO FORM 990-PF, PG 1, LN 23	16,995.	16,995.	0.	0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
28K FNMA 2.75%	X		0.	0.
17K/18K US TREASURY 4.875%	X		18,850.	19,674.
32K US TREASURY 3.75%	X		0.	0.
18K/32K US TREASURY 2.625%	X		17,532.	19,732.
46K US TREASURY 1.375%	X		0.	0.
33K/14K US TREASURY 3.0%	X		36,111.	36,290.
31K/36K FNMA 1.625%	X		30,936.	32,079.
27K/31K FNMA 2.375%	X		28,420.	28,650.
35K/42K FED HOME LOAN 1.375%	X		35,293.	35,462.
38K US TREASURY 4.25%	X		40,119.	39,338.
29K FED HOME LOAN 1.75%	X		29,744.	29,999.
19K US TREASURY 2.125%	X		19,856.	19,954.
TOTAL U.S. GOVERNMENT OBLIGATIONS			256,861.	261,178.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			256,861.	261,178.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
300/400 HOME DEPOT	7,776.	18,555.
355/540 TEXAS INSTR.	9,714.	10,966.
160/210 CHEVRON	9,673.	17,302.
155/330 CHUBB CORP	5,980.	11,675.
205/275 EMERSON ELECTRIC	6,695.	10,857.
290/380 HONEYWELL INTL	10,135.	18,406.
355/480 JPMORGAN CHASE	15,084.	15,609.
326/977 WEYERHAUSER	4,975.	9,069.
250/330 NOVARTIS AG ADR	12,178.	15,825.
530/700 UNILEVER PLC ADR	13,009.	20,522.
150/200 EXXON MOBIL	8,029.	12,983.
155/205 PROCTER & GAMBLE	6,215.	10,523.
200/270 JOHNSON & JOHNSON	11,845.	14,020.
925 MICROSOFT	0.	0.
110/140 BAXTER INTL	4,197.	7,333.
513/673 VODAFONE GROUP PLC	12,391.	12,922.
132/375 GAP INC	2,476.	4,097.
110/150 DOVER CORP	5,213.	7,228.
250/270 LEGGETT & PLATT INC	6,015.	6,805.
260/460 LINEAR TECH CORP	8,332.	8,918.

430/350 MICROCHIP TECH	12,354.	14,014.
1140/1200 APPLIED MATERIALS	15,202.	13,042.
65/85 AVALONBAY CMNTYS	3,623.	8,813.
75/290 BAKER HUGHS INC	2,998.	3,064.
80/100 BOEING CO	5,108.	6,029.
100/130 BOSTON PROPERTIES	4,601.	10,581.
150 CONOCOPHILLIPS	0.	0.
840/1100 ERICSSON LM TEL	8,017.	8,487.
56/100 FRANKLIN RESOURCES	3,600.	7,039.
350/410 HALLIBURTON CO	10,411.	12,142.
420/550 MERCK & CO	14,294.	17,195.
140/150 NUCOR CORP	6,344.	6,042.
120/220 SCHLUMBERGER LTD	6,285.	8,316.
81/101 SIMON PPTY GROUP	4,146.	12,805.
380/1100 KEYCORP	2,028.	3,200.
285/450 MATTEL INC	6,320.	10,437.
675 MORGAN STANLEY	0.	0.
70/90 BHP BILLITON	5,126.	5,489.
115/155 DEERE & CO	6,247.	9,938.
275 NORTHROP GRUMMAN	0.	0.
760/1000 SAFEWAY INC	15,143.	13,748.
200 US STEEL	0.	0.
147/197 ALLIED WORLD ASSUR.	6,560.	11,584.
435/575 AT&T	10,853.	14,664.
45 BLACKROCK	7,458.	9,302.
180/240 GLAXOSMITHKLINE	7,576.	7,825.
365/675 US BANCORP	9,587.	11,658.
144/80 GREENHILL & CO	6,327.	7,487.
253 AXIS CAPITAL	8,479.	8,764.
750 CISCO	14,590.	14,737.
205 DEVON ENERGY	11,960.	10,668.
130 DU PONT	5,826.	5,847.
33 GOLDMAN SACHS	3,926.	4,209.
180 KLA-TENCOR	8,426.	8,597.
55 MOSAIC	2,671.	3,115.
80 OCCIDENTAL PETE	6,199.	6,129.
149 ROYAL DUTCH SHELL	10,939.	10,563.
30 STATE STR	1,401.	1,410.
35 TEVA PHARM	1,462.	1,307.
TOTAL TO FORM 990-PF, PART II, LINE 10B	416,019.	541,862.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 7

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