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 , 2012, and ending , 20

Name of foundation: Charles B. Richardson Family Foundation

A Employer identification number: 54-1931421

Number and street (or P O box number if mail is not delivered to street address): 162 Old Forest Circle | Room/suite

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

City or town, state, and ZIP code: Winchester Va. 22602

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 667,232.

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	18,159. —	18,159. —		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	39,725. —			
	b	Gross sales price for all assets on line 6a 260,256. —				
	7	Capital gain net income (from Part IV, line 2)		39,725. —		
	8	Net short-term capital gain			1055. —	
	9	Income modifications			0 —	
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	349 —	349. —		
	12	**Total.** Add lines 1 through 11	58,233. —	58,233. —	1055. —	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	6000. —			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	680. —	680. —		
	b	Accounting fees (attach schedule)	2,110. —	2110. —		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	823. —	50. —		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	5215. —	5215. —		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	14,828. —	8055. —		
	25	Contributions, gifts, grants paid	31,243. —			31,243. —
	26	**Total expenses and disbursements.** Add lines 24 and 25	46,071. —	8055. —	1055. —	31,243. —
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	12,162. —			
	b	**Net investment income** (if negative, enter -0-)		50,178. —		
	c	**Adjusted net income** (if negative, enter -0-)			1055. —	

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Part II	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	17,185.	225,490.	225,490.
	2 Savings and temporary cash investments			
	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 (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	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 (attach schedule)			
	b Investments - corporate stock (attach schedule)	487,523.	311,824.	425,784. –
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	<5236.>	<4046. –>	15,958 –
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	499,412.	533,268.	667,232. –
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0 –	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			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	499,412.		
	30 **Total net assets or fund balances** (see instructions)	499,412.	533,268. –	
	31 **Total liabilities and net assets/fund balances** (see instructions)	499,412.		

Part III	Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	499,412.
2	Enter amount from Part I, line 27a	2	12,162. –
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	21,694. –
4	Add lines 1, 2, and 3	4	533,268. –
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	

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 (yr., mo , day)	(d) Date sold (yr , mo , day)
1a	See Attached Form 8949's	P	Various	Various
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	260,256.-		220,531.-	39,725.-
b				
c				
d				
e				

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				

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 — 39,725.-

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 — 1055.-

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	29,907.	645,340.-	0.046343
2010	26,785.	593,267.-	0.045148
2009	37,280.	537,449.-	0.069365
2008	45,370.	744,453.-	0.060944
2007	42,492.	920,521.-	0.046161

2	Total of line 1, column (d)	2	0.267961
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.053592
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	648,994.-
5	Multiply line 4 by line 3	5	34,781.-
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	502.-
7	Add lines 5 and 6	7	35,283 -
8	Enter qualifying distributions from Part XII, line 4	8	31,243.-

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 ▶ ☐ and enter 1% of Part I, line 27b	1	1004.–
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0 –
3	Add lines 1 and 2	3	1004.–
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	1004.–
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
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	0 –
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	1004.–
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0 –
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ Refunded ▶	11	0 –

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ______ **(2)** On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
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?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
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	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 ▶ None

14 The books are in care of ▶ Charles B. Richardson Telephone no. ▶ (540)-667-3121

Located at ▶ 162 Old Forest Circle, Winchester, Va. ZIP+4 ▶ 22602

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**-Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 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)?	1b	N/A	
	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.)	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. ▶ ______, ______, ______, ______			
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.)	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 2012?	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)? 5b N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b No: 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? 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
Charles B. Richardson 162 Old Forest Circle, Winchester, Va.	Pres./Treas. 2 hrs./week	$ 6000.00	-0-	-0-
Margaret N. Richardson 162 Old Forest Circle, Winchester, Va.	Secretary 6 hrs./year	-0-	-0-	-0-
Anne K. Hussey Winchester, Va.	Director 2 hrs./year	-0-	-0-	-0-
Thomas P. Richardson Kentucky	Director 2 hrs./year	-0-	-0-	-0-

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
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	619,904.–
b	Average of monthly cash balances	1b	38,973.–
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	658,877.–
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) ... 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	658,877.–
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9883.–
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	648,994.–
6	**Minimum investment return.** Enter 5% of line 5	6	32,450.–

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

1	Minimum investment return from Part X, line 6			1	32,450.–
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1004.–		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	0 –		
c	Add lines 2a and 2b			2c	1004.–
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	31,446.–
4	Recoveries of amounts treated as qualifying distributions			4	0 –
5	Add lines 3 and 4			5	31,446.–
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	31,446.–

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	31,243.–
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	31,243.–
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	31,243.–

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 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				31,446.-
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only			29,182.-	
b	Total for prior years: ______, ______, ______		0-		
3	Excess distributions carryover, if any, to 2012:				
a	From 2007 . . . 0-				
b	From 2008 . . . 0-				
c	From 2009 . . . 0-				
d	From 2010 . . . 0-				
e	From 2011 . . . 0-				
f	**Total** of lines 3a through e	0-			
4	Qualifying distributions for 2012 from Part XII, line 4. ▶ $ 31,243.-				
a	Applied to 2011, but not more than line 2a			29,182.-	
b	Applied to undistributed income of prior years (Election required - see instructions)		0-		
c	Treated as distributions out of corpus (Election required - see instructions)	0-			
d	Applied to 2012 distributable amount				2061.-
e	Remaining amount distributed out of corpus	0-			
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	0-			
b	Prior years' undistributed income. Subtract line 4b from line 2b		0-		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount - see instructions		0-		
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions			0-	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				29,385.-
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0-			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0-			
10	Analysis of line 9:				
a	Excess from 2008 . . . 0-				
b	Excess from 2009 . . . 0-				
c	Excess from 2010 . . . 0-				
d	Excess from 2011 . . . 0-				
e	Excess from 2012 . . . 0-				

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

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

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

Charles B. Richardson, 162 Old Forest Circle, Winchester, Va. 22602

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

No Special Form

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
a Paid during the year				
Abba Womens Care Inc. 200 Weems Lane Winchester Va. 22601		501(c)(3)	Community Aid	5182.–
New Hope Center 228 Thomas More Parkway Crestview Hills, Ky. 41017		501(c)(3)	Community Aid	5195.–
Reasons For Hope, Inc. P.O. Box 415 Hebron, Ky. 41048		501(c)(3)	Community Aid	5185.–
The Salvation Army 300 Fort Collier Rd. Winchester, Va. 22601		501(c)(3)	Community Aid	5,301.–
Village Missions P.O. Box 197 Dallas, Or. 97338		501(c)(3)	Community Aid	5195.–
Winchester Union Rescue 435 N. Cameron St. Winchester, Va. 22601		501(c)(3)	Community Aid	5185.–
Total ▶ 3a				31,243.–
b Approved for future payment				
Total ▶ 3b				-0-

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue:					
a		0-		0-	0-
b		0-		0-	0-
c		0-		0-	0-
d		0-		0-	0-
e		0-		0-	0-
f		0-		0-	0-
g Fees and contracts from government agencies		0-		0-	0-
2 Membership dues and assessments		0-		0-	0-
3 Interest on savings and temporary cash investments		0-		0-	0-
4 Dividends and interest from securities		0-	14	18,694.-	0-
5 Net rental income or (loss) from real estate:					
a Debt-financed property		0-		0-	0-
b Not debt-financed property		0-		0-	0-
6 Net rental income or (loss) from personal property		0-		0-	0-
7 Other investment income		0-	14	349.-	
8 Gain or (loss) from sales of assets other than inventory		0-	18	39,725.-	
9 Net income or (loss) from special events		0-		0-	
10 Gross profit or (loss) from sales of inventory		0-		0-	
11 Other revenue: a		0-		0-	0-
b		0-		0-	0-
c		0-		0-	0-
d		0-		0-	0-
e		0-		0-	0-
12 Subtotal. Add columns (b), (d), and (e)		0-		58,233.-	0-

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 58,233.-

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Charles B. Richardson | 5/13/13 | President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Lynn M. Poole	Lynn M. Poole	5-10-13		P00096078

Firm's name ▶ LYNN M. POOLE TAX SERVICE — Firm's EIN ▶ 54-0791710

Firm's address ▶ 712 S. BRADDOCK STREET WINCHESTER, VA 22601 — Phone no (540)-667-8838

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949*.

▶ File with your Schedule D to list your transactions for lines 1, 2, 3, 8, 9, and 10 of Schedule D.

OMB No. 1545-0074

2012

Attachment Sequence No. **12A**

Name(s) shown on return: THE CBR FAMILY FOUNDATION, ACCT. # 8598-1521

Social security number or taxpayer identification number: 54-1931821

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short term. For long-term transactions, see page 2.

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☒ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis **was** reported to the IRS

☐ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. *If you enter an amount in column (g), enter a code in column (f).* **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
SHORT TERM GAINS OR LOSSES (BOX 1C) FOR COVERED SECURITIES (BOX 6							
500 Shs Frontier Comm	2/8/12	12/13/12	2,291.25	2,255.37			35.88 STCG
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) . ▶			2,291.25	2,255.37			35.88 STCG

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side.)
THE CBR FAMILY FOUNDATION, ACCT.# 8598-1521

Social security number or taxpayer identification number
54-1931421

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☒ **(A)** Long-term transactions reported on Form(s) 1099-B showing basis **was** reported to the IRS
☐ **(B)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
☐ **(C)** Long-term transactions not reported to you on Form 1099-B

3 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
LONG TERM GAINS OR LOSSES (BOX 1C) FOR COVERED SECURITIES (BOX 6)							
200 Shs Frontier Comm	2/8/11	12/13/12	916.50	1,835.61			(919.11) LTCL
4 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8** (if **Box A** above is checked), **line 9** (if **Box B** above is checked), or **line 10** (if **Box C** above is checked) ▶			916.50	1,835.61			(919.11)

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Form 8949 (2012) Attachment Sequence No. **12A** Page **2**

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side) THE CBR FAMILY FOUNDATION, ACCT. #8598-1521

Social security number or taxpayer identification number 54-1931421

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ **(A)** Long-term transactions reported on Form(s) 1099-B showing basis **was** reported to the IRS
- ☒ **(B)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☐ **(C)** Long-term transactions not reported to you on Form 1099-B

3 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
LONG TERM CAPITAL GAINS or LOSSES (BOX 1c) for NON COVERED SEE (BOX 6)							
16H .166 Sh DUKE ENERGY	VARIOUS	7/3/12	11.50	8.63			2.87 LTCG
300 Shs FRONTIER Comm	VARIOUS	12/13/12	1,374.75	2,657.32			(1,282.57) LTCL
ACCT # 8598-1521							
GROSS PROCEEDS	STCG + STCL COVERED				2,291.25		
GROSS PROCEEDS	LTCG + LTCL, COVERED				916.50		See p 21 of 24
GROSS PROCEEDS	LTCG + LTCL, NON COVERED				1,386.25		
GROSS PROCEEDS -	SALE OF STOCK				4,594.00		
ACCT	# 8598-1521						
4 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8** (if **Box A** above is checked), **line 9** (if **Box B** above is checked), or **line 10** (if **Box C** above is checked) ▶			1,386.25	2,665.95			(1,279.70) LTCL

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Form **8949** (2012)

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Form **8949** Department of the Treasury Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

▶ File with your Schedule D to list your transactions for lines 1, 2, 3, 8, 9, and 10 of Schedule D.

OMB No. 1545-0074 2012 Attachment Sequence No 12A

Name(s) shown on return: The CBR Family Found, DSIP Managed, Acct #3290833

Social security number or taxpayer identification number: 54-1931421

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short term. For long-term transactions, see page 2.

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☒ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis **was** reported to the IRS

☐ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
SHORT TERM GAINS	OR	LOSSES (BOX 1C)	FOR COVERED				SECURITIES (BOX
1 Sh ENERGEN CORP	8/5/11	4/17/12	47.10	50.05			(2.95) STCL
1 Sh NATIONAL FUEL GAS	8/5/11	2/9/12	48.80	58.60			(9.80) STCL
	DSIP	MANAGED					
GROSS	PROCEEDS	STCG &	STCL COVERED				95.90
GROSS	PROCEEDS LTCG & LTCL		COVERED			3	408.50 Sec p 21
GROSS	PROCEEDS	LTCG & LTCL	NOT COVERED			17	764.40 p 24
GROSS	PROCEEDS	SALE OF	STOCK			21	269.10
	DSIP MANAGED						
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			95.90	108.65			(12.75) STCL

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

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Name(s) shown on return. (Name and SSN or taxpayer identification no. not required if shown on other side) The CBR Family Foundation, DSIP Man'g'd Acct #3290-8322

Social security number or taxpayer identification number 54-1931421

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- [X] **(A)** Long-term transactions reported on Form(s) 1099-B showing basis **was** reported to the IRS
- [ ] **(B)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [ ] **(C)** Long-term transactions not reported to you on Form 1099-B

3 (a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
LONG TERM GAINS OR LOSSES (BOX 1e) FOR COVERED SECURITIES (BOX 6)							
45 SHS NATIONAL FUEL & GAS	1/24/11	2/9/12	2,195.87	3,072.41			(876.54) LTCL
8 SHS VF CORP	7/7/11	9/4/12	1,212.93	904.99			307.94 LTCG
4 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8** (if **Box A** above is checked), **line 9** (if **Box B** above is checked), or **line 10** (if **Box C** above is checked) ▶			3,408.80	3,977.40			(568.60) LTCL

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side.) THE CBR FAMILY FOUNDATION, DSIP MAN'GD, #3290-8322

Social security number or taxpayer identification number 54-1931421

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(A)** Long-term transactions reported on Form(s) 1099-B showing basis **was** reported to the IRS

☒ **(B)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ **(C)** Long-term transactions not reported to you on Form 1099-B

3 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
LONG TERM GAINS OR LOSSES (BOX 1C) FOR NON COVERED SECURITIES (BOX 6)							
16 SHS AT&T	1/19/10	9/4/12	589.75	417.60			172.15 LTCG
50 SHS BROWN-FOREMAN CL B	1/19/10	2/16/12	4,089.82	2,665.47			1,424.35 LTCG
9 SHS CONOCO PHILLIPS	1/19/10	11/19/12	501.16	366.80			134.36 LTCG
3 SHS EATON VANCE	1/19/10	8/1/12	79.45	98.68			(19.23) LTCL
55 SHS ENERGEN CORP	1/19/10	4/17/12	2,590.03	2,677.57			(87.54) LTCL
6 SHS FACTSET RESEARCH SYST.	1/19/10	9/4/12	564.29	396.57			167.72 LTCG
15 SHS GRAINGER WW	1/19/10	8/2/12	3,034.42	1,522.09			1,512.33 LTCG
4 SHS IBM	1/19/10	9/4/12	779.54	532.32			247.22 LTCG
6 SHS JM SMUCKER	1/19/10	9/4/12	515.33	374.17			141.16 LTCG
6 SHS McDONALDS	1/19/10	9/4/12	535.50	380.79			154.71 LTCG
18 Shs Nordstrom	1/19/10	9/4/12	1,041.86	652.49			389.37 LTCG
SH LIEU • 5 Sh PHILLIPS 66	1/19/10	4/30/12	16.87	12.11			4.76 LTCG
14 Shs POLARIS INDS	1/19/10	9/4/12	1,070.42	317.71			752.71 LTCG
71 Shs SCANA	1/19/10	6/20/12	1,944.97	1,545.52			399.45 LTCG
6 Shs Walmart Stores	1/19/10	6/21/12	410.99	324.05			86.94 LTCG
4 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8** (if **Box A** above is checked), **line 9** (if **Box B** above is checked), or **line 10** (if **Box C** above is checked) ▶			17,764.40	12,283.94			5480.46 LTCG

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

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Form **8949** Department of the Treasury Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

▶ File with your Schedule D to list your transactions for lines 1, 2, 3, 8, 9, and 10 of Schedule D.

OMB No. 1545-0074

2012

Attachment Sequence No. 12A

Name(s) shown on return: CBR FAMILY FOUNDATION, TCW MANAGED ACCT # 8136-4064

Social security number or taxpayer identification number: 54-1931421

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short term. For long-term transactions, see page 2.

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☒ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis **was** reported to the IRS

☐ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES							
4 SHS ADT CORP.	12/3/12	12/14/12	180.00	179.29			0.71 STCG
64 SHS AES CORP.	VARIOUS	12/14/12	688.33	723.82			(35.49) STCL
16 SHS ALCOA	8/3/11	6/8/12	135.36	225.76			(90.40) STCL
6 SHS AMERICAN ELECT. PWR	2/27/12	12/14/12	257.78	226.41			31.37 STCG
5 SHS AMERICAN EXP.	10/17/12	12/14/12	286.90	293.55			(6.65) STCL
7 SHS AMERIPRISE FINCL	9/4/12	12/14/12	430.33	353.88			76.45 STCG
2 SHS ANADARKO PETRO	10/5/11	3/22/12	156.77	126.83			29.94 STCG
158 SHS APPLIED MATERIALS	10/10/12	12/14/12	1,756.02	1,778.40			(22.38) STCL
41 SHS BAKER HUGES	10/4/12	12/14/12	1,695.76	1,779.79			(84.03) STCL
28 SHS CA INC	9/12/12	12/14/12	612.13	670.94			(58.81) STCL
35 SHS CIGNA CORP	8/28/12	12/14/12	1,855.32	1,478.28			377.04 STCG
76 SHS CISCO SYSTEMS	6/8/12	12/14/12	1,504.79	1,375.16			129.63 STCG
99 SHS CITI GROUP	10/10/12	12/14/12	3,686.59	2,989.02			697.57 STCG
84 SHS CLIFFS NAT. RES.	10/31/12	12/14/12	793.31	1,259.29			(465.98) STCL
65 SHS DANA HOLDING CO	VARIOUS	12/14/12	942.99	863.06			79.93 STCG
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, line 1 (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) . ▶			CONT'D	CONT'D			CONT'D

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions. Cat. No. 37768Z Form **8949** (2012)

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.
▶ File with your Schedule D to list your transactions for lines 1, 2, 3, 8, 9, and 10 of Schedule D.

OMB No. 1545-0074
2012
Attachment Sequence No 12A

Name(s) shown on return: CBR FAMILY FOUND, TCW MANAGED ACCT # 8136-4064
Social security number or taxpayer identification number: 54-1931421

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short term. For long-term transactions, see page 2.

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☑ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis **was** reported to the IRS
☐ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
☐ **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh. XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	(f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
Short Term Gains or Losses for Covered Securities (Continued)							
46 Shs DELL	2/22/12	12/14/12	484.50	724.80			(240.30) STCL
2 Shs DEVON ENERGY	10/19/12	12/14/12	103.92	124.39			(20.47) STCL
5 Shs ENERGIZER HOLDINGS	11/15/12	12/14/12	403.05	374.27			28.78 STCG
8 Shs GAP	1/19/12	12/14/12	252.36	153.27			99.09 STCG
49 Shs GE	8/10/12	12/14/12	1,060.06	939.43			120.63 STCG
42 Shs HOLOGIC	VARIOUS	12/14/12	838.12	762.72			75.40 STCG
15 Shs HOME DEPOT	5/15/12	12/14/12	929.25	701.30			227.95 STCG
2 Shs HONEYWELL INTL	10/19/12	12/14/12	123.52	125.30			(1.78) STCL
22 Shs INTEL	5/29/12	12/14/12	454.59	543.34			(88.75) STCL
31 SHS JP MORGAN CHASE	11/05/12	12/14/12	1,333.00	1,079.59			253.41 STCG
46 Shs LAM RESEARCH	VARIOUS	12/14/12	1,661.25	1,932.97			(271.72) STCL
9 Shs MEADWESTVACO	8/10/12	12/14/12	272.25	253.12			19.13 STCG
67 Shs MEDTRONIC	VARIOUS	12/14/12	2,811.49	2,606.81			204.68 STCG
23 Shs MYLAN	2/28/12	12/14/12	643.17	508.04			135.13 STCG
50 Shs PEPSICO	VARIOUS	12/14/12	3,505.71	3,375.96			129.75 STCG
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1 (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ▶			CONT'D	CONT'D			CONT'D

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions. Cat. No. 37768Z Form **8949** (2012)

Form **8949**

Department of the Treasury Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

▶ File with your Schedule D to list your transactions for lines 1, 2, 3, 8, 9, and 10 of Schedule D.

OMB No. 1545-0074

2012

Attachment Sequence No. 12A

Name(s) shown on return: CBR Family Foundation, TCW Manager, Acct. # 8136-4064

Social security number or taxpayer identification number: 54-1931421

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short term. For long-term transactions, see page 2.

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☒ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis **was** reported to the IRS

☐ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh. XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES (Cont.)							
72 SHS SLM CORP	11/19/12	12/14/12	1,204.53	1,218.93			(14.40) STCL
414 Shs SPRINT NEXTEL	VARIOUS	1/31/12	879.47	1,354.50			(475.03) STCL
29 Shs State ST. CORP	VARIOUS	12/14/12	1,313.12	1,257.16			55.96 STCG
47 Shs SYMANTEC	3/23/12	7/25/12	695.37	825.75			(130.38) STCL
22 Shs TEREX CORP	9/5/12	12/14/12	566.22	411.40			154.82 STCG
22 Shs TEXTRON	4/18/12	12/14/12	530.99	464.39			66.60 STCG
21 Shs THERMO FISHER SCIENT.	11/08/12	12/14/12	1,348.19	1,042.34			305.85 STCG
6 Shs VALERO ENERGY	1/13/12	12/14/12	197.61	125.03			72.58 STCG
126 Shs WEATHERFORD INTL	VARIOUS	7/25/12	1,561.90	2,086.00			(524.10) STCL
64 Shs WESTERN DIGITAL	VARIOUS	12/14/12	2,416.09	2,228.57			187.52 STCG
58 Shs YAHOO	VARIOUS	8/13/12	870.89	894.59			(23.70) STCL
9 Shs Johnson & Johnson	8/20/12	12/14/12	635.93	609.88			26.05 STCG
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1 (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ▶			42,078.93	41,047.33			1,031.60 STCG

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)	Social security number or taxpayer identification number
TRE CBR FAMILY FOUNDATION, TCW MGR, ACCT 8938-4064	54-1931421

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- [x] **(A)** Long-term transactions reported on Form(s) 1099-B showing basis **was** reported to the IRS
- [ ] **(B)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [ ] **(C)** Long-term transactions not reported to you on Form 1099-B

3 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES							
214 Shs AES	VARIOUS	12/14/12	2,307.71	2,611.54			(303.83) LTCL
26 Shs ALCOA	6/3/11	6/8/12	219.96	436.15			(216.19) LTCL
13 Shs AMERICAN EXP.	10/20/11	12/14/12	745.94	599.28			146.66 LTCG
14 Shs AMERIPRISE FNCL.	8/31/11	12/14/12	860.64	675.81			184.83 LTCG
14 Shs BAKER HUGHES	9/30/11	12/14/12	579.04	728.76			(149.72) LTCL
2 Shs CA INC.	10/5/11	12/14/12	43.72	39.90			3.82 LTCG
143 Shs CISCO SYSTEMS	VARIOUS	12/14/12	2827.74	2251.34			576.40 LTCG
37 Shs CITI GROUP	12/11/11	12/14/12	1,385.42	948.81			436.61 LTCG
24 Shs CLIFFS NAT RESOU	10/21/11	12/13/12	733.63	1,431.53			(697.90) LTCL
10 Shs COMCAST	8/3/11	12/14/12	366.94	228.76			138.18 LTCG
127 SHS DANA HOLDING CORP	VARIOUS	12/14/12	1,842.38	2,182.22			(339.84) LTCL
101 SHS DELL	VARIOUS	12/14/12	1,063.73	1,505.94			(442.21) LTCL
45 SHS ENERGIZER HOLDS	VARIOUS	12/14/12	3,574.44	3,222.57			351.87 LTCG
11 SHS ENSCO PLC CA	2/8/11	12/14/12	624.91	567.66			57.25 LTCG
25 SHS GAP	8/12/11	12/14/12	788.60	443.65			344.95 LTCG
54 SHS GE	VARIOUS	12/14/12	1,168.19	987.31			180.88 LTCG
18 SHS HOLOGIC	11/15/11	12/14/12	359.18	311.67			47.51 LTCG
4 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8** (if **Box A** above is checked), **line 9** (if **Box B** above is checked), or **line 10** (if **Box C** above is checked) ▶			CONT'D	CONT'D			CONT'D

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

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Form 8949 (2012) Attachment Sequence No **12A** Page **2**

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side.): THE CBR FAMILY FOUNDATION, TCW MGR, ACCT #8136-4064

Social security number or taxpayer identification number: 54-1931421

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☒ **(A)** Long-term transactions reported on Form(s) 1099-B showing basis **was** reported to the IRS
☐ **(B)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
☐ **(C)** Long-term transactions not reported to you on Form 1099-B

3 (a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
LONG TERM GAINS	OR LOSSES	FOR	COVERED	SECURITIES (CONTINUED			
6 SHS HOME DEPOT	9/29/11	12/14/12	371.70	203.13			168.57 LTCG
13 SHS INTEL	12/12/11	12/14/12	268.62	309.53			(40.91) LTCL
40 Shs Johnson & Johnson	VARIOUS	12/14/12	2,822.91	2,425.98			396.93 LTCG
13 SHS JPMORGAN CHASE	5/16/11	12/14/12	558.98	566.28			(7.30) LTCL
15 SHS LENNAR CORP	8/3/11	12/14/12	556.01	256.87			299.14 LTCG
118 SHS MYLAN INC	10/27/11	12/14/12	3,258.20	2,107.97			1,150.23 LTCG
124 SHS NABORS INDUST.	VARIOUS	12/14/12	1,701.30	3,549.93			(1,848.63) LTCL
63 SHS PFIZER	VARIOUS	12/14/12	1,335.33	1,026.54			308.79 LTCG
85 SHS SPRINT NEXTEL	1/20/11	1/31/12	180.56	356.86			(176.30) LTCL
36 SHS STATE STR CORP	VARIOUS	12/14/12	1,630.07	1,517.25			112.82 LTCG
24 SHS SYMANTEC	4/4/11	7/25/12	355.08	440.00			(84.92) LTCL
33 SHS TENET HLTHCARE	5/4/11	5/24/12	153.84	214.50			(60.66) LTCL
410 SHS TEREX NEW	VARIOUS	12/14/12	1,029.45	1,152.38			(122.93) LTCL
24 SHS TEXTRON	5/4/11	12/14/12	579.24	614.44			(35.20) LTCL
18 SHS THERMO FISHER SCIEN	10/7/11	12/14/12	1,162.04	897.81			264.23 LTCG
30 SHS VALERO ENERGY	7/27/11	12/14/12	988.00	776.29			211.71 LTCG
64 SHS YAHOO	VARIOUS	8/13/12	960.94	1,064.43			(103.49) LTCL
4 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8** (if **Box A** above is checked), **line 9** (if **Box B** above is checked), or **line 10** (if **Box C** above is checked) ▶			37404.44	36,653.09			751.35 LTCG

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side.)
2CBR FAMILY FOUNDATION, TCW MGD, ACCT. #8136-4064

Social security number or taxpayer identification number
54 – 1931421

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You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(A)** Long-term transactions reported on Form(s) 1099-B showing basis **was** reported to the IRS
☒ **(B)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
☐ **(C)** Long-term transactions not reported to you on Form 1099-B

3 (a) Description of property (Example. 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
19.13223 Shs ACCO BRANDS	VARIOUS	5/29/12	182.01	175.76			6.25 LTCG
45 Shs ADT	VARIOUS	12/14/12	1,958.57	1,196.64			761.93 LTCG
236 Shs ALCOA	12/10/10	6/8/12	2,143.62	3,161.19			(1,017.57) LTCL
103 SHS AMERICAN ELECT. PWR	VARIOUS	12/14/12	4,393.85	3,990.95			402.90 LTCG
76 SHS AMERICAN EXP.	VARIOUS	12/14/12	4,360.56	3,043.56			1,317.00 LTCG
73 SHS AMERIPRISE FINANCIAL	VARIOUS	12/14/12	4,415.25	2,416.30			1,998.95 LTCG
26 SHS ANADARKO PETRO	10/12/10	3/22/12	2,161.69	1,312.04			849.65 LTCG
133 Shs AT+T	VARIOUS	12/14/12	4,577.85	3,804.69			773.16 LTCG
56 Shs BAKER HUGHES	VARIOUS	12/14/12	2,325.75	2,342.13			(16.38) LTCL
86 Shs CA INC	VARIOUS	12/14/12	1,891.77	1,580.73			311.04 LTCG
97 SHS CBS CORP CL B	6/30/1[illegible]	11/30/12	3,410.53	1,433.63			1,976.90 LTCG
69 SHS CHEVRON	VARIOUS	12/14/12	7,404.37	4,867.16			2,537.21 LTCG
198 SHS COMCAST NEW	VARIOUS	12/14/12	7,148.17	4,381.64			2,766.53 LTCG
36 Shs DANA HOLDING	12/14/10	12/14/12	518.16	611.85			(93.69) LTCL
181 Shs DELL	VARIOUS	12/14/12	1,950.98	3,180.19			(1,229.21) LTCL
55 SHS DEVON ENERGY	VARIOUS	12/14/12	2,898.12	3,543.75			(645.63) LTCL
87 Shs ENSCO PLC CL A	VARIOUS	12/14/12	4,943.87	3,957.12			986.75 LTCG
4 **Totals.** Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8** (if **Box A** above is checked), **line 9** (if **Box B** above is checked), or **line 10** (if **Box C** above is checked) ▶			CONT'D	CONT'D			CONT'D

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side) THE CEZ FAMILY FOUNDATION, TCW MGD, ACCT #8136-4064

Social security number or taxpayer identification number 54-1931421

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

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3 (a) Description of property (Example 100 sh. XYZ Co)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
134 SHS GAP	VARIOUS	12/14/12	4,246.43	2,314.83			1,931.60 LTCG
193 Shs GE	VARIOUS	12/14/12	4,168.74	5,659.76			(1,491.02) LTCG
173 Shs HOLOGIC	VARIOUS	12/14/12	3,455.54	3,262.51			193.03 LTCG
127 Shs HOME DEPOT	VARIOUS	12/14/12	7,709.07	3,106.70			4,602.37 LTCG
101 Shs HONEYWELL INTL	VARIOUS	12/14/12	6,179.06	3,253.48			2,925.58 LTCG
180 Shs INTEL	VARIOUS	12/14/12	3,797.02	3,169.71			627.31 LTCG
130 Shs JPMORGAN CHASE	VARIOUS	12/14/12	5,498.66	5,516.27			(17.61) LTCG
65 Shs KIMBERLY CLARK	VARIOUS	10/31/12	5,322.50	4,129.16			1,193.34 LTCG
46 Shs KRAFT FOODS GR	VARIOUS	12/14/12	2,126.30	1,507.92			618.38 LTCG
18 Shs KRAFT FOODS CL A INC	3/21/03	9/4/12	702.48	550.62			151.86 LTCG
181 Shs LENNAR	VARIOUS	12/14/12	6,221.70	1,911.70			4310.00 LTCG
78 Shs MEADWESTVACO	11/17/06	12/14/12	2,365.91	1,978.58			387.33 LTCG
138 Shs MONDELEZ	VARIOUS	12/14/12	3,599.37	2,789.45			809.92 LTCG
.5946 Sh PENTAIR	VARIOUS	10/1/12	25.37	18.04			7.33 LTCG
21 Shs PENTAIR LTD	VARIOUS	12/14/12	1,010.08	636.61			373.47 LTCG
265 Shs PFIZER	VARIOUS	12/14/12	6,655.14	6,557.51			97.63 LTCG
418 Shs SPRINT/NEXTEL	12/2/10	1/31/12	893.62	1,867.79			(974.17) LTCG
4 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8** (if **Box A** above is checked), **line 9** (if **Box B** above is checked), or **line 10** (if **Box C** above is checked) ▶			CONT'D	CONT'D			CONT'D

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side): LC CBR FAMILY FOUND, TCW MGD, ACCT. #8136-4064

Social security number or taxpayer identification number: 54-1931421

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

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63 Shs STATE STR CORP	11/5/10	12/14/12	2,831.60	2,587.20			244.40 LTCG
113 Shs SYMANTEC	11/8/10	7/25/12	1,668.72	1,785.08			(116.36) LTCL
136 Shs TE CONNECTIVITY	VARIOUS	12/14/12	4,878.37	3,523.07			1,355.30 LTCG
393 Shs TENET HLTH CARE	VARIOUS	5/24/12	1,976.99	1,700.85			276.14 LTCG
121 Shs TEREX CORP	10/28/10	12/14/12	3,030.41	2,472.49			557.92 LTCG
86 Shs TEXTRON	VARIOUS	12/14/12	4,5[illegible].01	3,705.[illegible]			801.00 LTCG
69 Shs TIME WARNER NEW	VARIOUS	12/14/12	3,190.27	2,791.33			398.94 LTCG
90 Shs TRAVELERS	VARIOUS	12/14/12	6,552.68	3,907.02			2,645.66 LTCG
[illegible]2 Shs TYCO INTL	VARIOUS	12/14/12	2,698.57	1,926.84			771.73 LTCG
76 Shs VALERO ENERGY	VARIOUS	12/14/12	2,493.36	1,617.79			875.57 LTCG
28 Shs YAHOO	5/10/10	8/13/12	420.41	458.56			(38.15) LTCL
TCW MANAGED							
GROSS PROCEEDS STCG & STCL-COVERED						42,078.	93
GROSS PROCEEDS LTCG & LTCL-COVERED						37,404.	44
GROSS PROCEEDS LTCG & LTCL-NON COVERED						154,907.	[illegible]
GROSS PROCEEDS SALE OF STOCK						234,392.	86
TCW MANAGED							
4 **Totals.** Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8** (if **Box A** above is checked), **line 9** (if **Box B** above is checked), or **line 10** (if **Box C** above is checked) ▶			154,[illegible]	110,[illegible]			35,[illegible]28

See pg 12

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Charles B. Richardson Family Foundation 54-1931421

2012 Form 990PF

Attachments

	Initials	Date
Prepared By		
Approved By		

ASH No A7403

	Form 990 PF - Part I	(1)	(2) Revenue & Exp. Per Books	(3) Net Inv. Income
Line 11	ORDINARY INCOME -		349 -	349 -
	Kinder Morgan Energy Partners K-1			
Line 16A	LEGAL FEES		680 -	680 -
Line 16B	EI Hardy & Co.		1780 -	1780 -
	Lynn M. Poole Tax Service		330 -	330 -
	TOTAL ACCOUNTING FEES		2110 -	2110 -
Line 18	Form 990 PF - 2011		306 -	
	Payroll Taxes		467 =	
	Foreign Taxes		50 -	50 -
	TOTAL TAXES		823 -	50 -
Line 23	Brokerage Account Management Fees		5190 -	5190 -
	Va. SCC Registration Fee		25 -	25 -
	TOTAL OTHER EXPENSES		5215 -	5215 -
	Form 990 PF - Part II	BK Value - 1/1/12	BK Value - 12/31/12	FMV - 12/31/12
Line 13	Investment in Kinder Morgan Partnership	<5236 ->	<4046 ->	15958 -
	Form 990 PF - Part III	FMV	Book Value	Difference
Line 3	Adj. For Difference in FMV & Book	15572 -	11245 -	4327 -
	Value of Gifted Assets			
Line 3	Cash Reserve 12-31-12		17367 -	17367 -
	Total Line 3			$ 21694 -

Charles B. Richardson Family Foundation 54-1931421

EQUITIES @ END OF 2012

Self managed acct.

# Shs	COMPANY	BOOK VALUE		FAIR MKT VALUE 12/31/12
200	ACCENTURE	980819		1330000
580	BB+T	1403964		1688380
350	CHEVRON	1316974		3784900
400	DOMINION RES	929670		2072000
100	DOW CHEMICAL	462560		323294
174	DUKE ENERGY	904903		1110120
—	(DUKE WAS SPUNOFF FROM PROGRESS ENERGY)			—
100	ENBRIDGE	211378		433200
200	EXXON MOBIL	720630		1731000
100	GE	295468		209900
200	GENERAL MILLS	457987		808400
100	ILLINOIS TOOL WORKS	533487		608100
300	JOHNSON & JOHNSON	1620950		2103000
200	KINDER MORGAN ENERGY	840095		1595800
130	MEDTRONIC	629855		533260
300	MICROSOFT	823944	ADJUSTED	801291
400	NATIONAL FUEL GAS	1036390	DOWN FOR	2027600
200	NAVIOS MARITIME PARTNERS	329785 →	RETURN	285600
200	PFIZER	472700	OF CAPITAL	501586
400	PROCTER & GAMBLE	1993028		2715600
200	SUNCOR ENERGY	727600		659300
100	UNITED TECHNOLOGIES	750450		820100
100	VERIZON	355465		432700
100	VODAFONE GR PLC ADR	298011		251900
	SELF MANAGED ACCT.	18126103		26787331

CASH LISTED ON p1 of 24 and p6 of 24

Charles B. Richardson Family Foundation 54-1931421

EQUITIES @ END of 2012

DSIP MGMT. ACCOUNT

# SHS	COMPANY	BOOK VALUE	FAIR MKT VALUE 12/31/12
57	AFLAC	289032	302784
33	AIR PRODUCTS & CHEMICALS	271396	277266
91	ANALOG DEVICES	267808	382746
87	AT&T	2270,70	293277
63	AUTOMATIC DATA PROCESSING	268739	358659
60	BAXTER INTL	306745	399960
35	BECTON DICKINSON	271023	273665
36	CHEVRON	289892	389304
46	CHUBB CORP	311943	345472
43	CLOROX	265916	314846
33	COLGATE-PALMOLIVE	264556	344982
42	CONOCO PHILLIPS	171169	243558
91	EATON VANCE NON VTG	285777	289835
57	EMERSON ELECTRIC	297489	301872
58	EXXON MOBIL	415731	501990
34	FACTSET RESEARCH SYS	224722	299404
77	GENERAL MILLS	277348	311234
40	GENERAL DYNAMICS COM	281278	277080
12	GRANGER WW	121765	242844
62	HARRIS CORP	294653	303552
57	ILLINOIS TOOL WORKS	274888	346617
17	IBM	226233	325635
37	JM SMUCKER	230736	319088
42	JOHNSON & JOHNSON	275374	294420
91	JOHNSON CONTROLS	269124	279097
62	KELLOG CO	324256	343270
36	McDONALDS	228472	317556
84	MEDTRONIC	313590	344568
157	MICROSOFT	483100	419342
54	NEXTERA ENERGY	274320	373626
56	NORDSTROM	202993	299600
51	NORFOLK SOUTHERN	269170	315384
94	NORTHEAST UTILITIES	284996	367352
50	NOVARTIS AG SPON ADR	269919	316500
88	PAYCHEX	268119	273680
44	PEPSICO INC.	274160	301092
42	PHILLIPS 66	127759	223020
42	POLARIS INDS	95311	353430
		CONT'D	CONT'D

Charles B. Richardson Family Foundation 54-1831121

EQUITIES @ END of 2012

DSIP MGMT ACCT (cont'd)

# SHS	COMPANY	BOOK VALUE	FAIR MKT. VALUE 12/31/31
33	PRAXAIR	267809	361185 -
44	PROCTER & GAMBLE	270153	298716
33	SCANA CORP COM	124283	150612
51	SIGMA ALDRICH	266561	375258
95	SYSCO	270094	300770
55	TARGET	277467	325435
74	THE SOUTHERN CO.	292720	316794
38	UNITED TECHNOLOGIES	275218	311638
21	VF CORP	237558	317037
46	WALMART STORES	247732	313858
41	WISCONSIN ENERGY	158834	151085
32	3M COMPANY	271333	297120
	DSIP MGMT. ACCT.	13056332	15791115
	CASH LISTED ON p1 of 24 and p6 of 24		

TCW ACCT.

THERE WERE NO EQUITIES IN THIS ACCT AS OF 12/31/12

CASH LISTED ON p1 of 24 and p6 of 24

RECAP OF EQUITIES AND CASH ALL ACCOUNTS

	Book VALUE	FMV 12/31/12
EQUITIES - BOOK VALUE + FMV 12/31/12		
SELF MANAGED ACCT.	18126103	26787331
DSIP MANAGED ACCT.	13056332	15791115
TCW INVEST. MANAGED ACCT.		
TOTAL EQUITIES	31182435	42578446

CASH ON HAND 12/31/12

SELF MANAGED ACCT.	19491 -
DSIP MANAGED ACCT.	5831 -
TCW	200168 -
TOTAL CASH ON HAND	225490 -