

For calendar year 2017, or tax year beginning 07-01-2017, and ending 06-30-2018

Name of foundation RICHARD S REYNOLDS FOUNDATION		A Employer identification number 54-6037003	
Number and street (or P O box number if mail is not delivered to street address) 1403 PEMBERTON ROAD NO 102		Room/suite	B Telephone number (see instructions) (804) 740-7350
City or town, state or province, country, and ZIP or foreign postal code RICHMOND, VA 23233		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 47,072,477	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)	0			
	2 Check ☒ If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,866	1,866		
	4 Dividends and interest from securities	629,930	629,930		
	5a Gross rents	160,846	160,846		
	b Net rental income or (loss) 160,846				
	6a Net gain or (loss) from sale of assets not on line 10	2,387,968			
	b Gross sales price for all assets on line 6a 14,185,057				
	7 Capital gain net income (from Part IV, line 2)		2,387,968		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,567	0		
	12 Total. Add lines 1 through 11	3,182,177	3,180,610		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages	45,145	4,514		40,631
	15 Pension plans, employee benefits	22,947	2,295		20,652
	16a Legal fees (attach schedule)	8,605	0		8,605
	b Accounting fees (attach schedule)	5,500	0		5,500
	c Other professional fees (attach schedule)	159,836	154,231		5,605
	17 Interest	7,268	0		7,268
	18 Taxes (attach schedule) (see instructions)	58,626	3,930		0
	19 Depreciation (attach schedule) and depletion	1,993	0		
	20 Occupancy	51,174	1,142		50,032
	21 Travel, conferences, and meetings	9,644	0		9,644
	22 Printing and publications				
	23 Other expenses (attach schedule)	129,508	116,144		12,749
	24 Total operating and administrative expenses. Add lines 13 through 23	500,246	282,256		160,686
	25 Contributions, gifts, grants paid	2,014,834			2,014,834
	26 Total expenses and disbursements. Add lines 24 and 25	2,515,080	282,256		2,175,520
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	667,097			
	b Net investment income (if negative, enter -0-)		2,898,354		
c Adjusted net income(if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	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	2,653,030	2,163,102		2,163,102	
	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)	3,710,355	3,943,119		3,865,134	
	b	Investments—corporate stock (attach schedule)	22,030,378	22,626,632		33,207,845	
	c	Investments—corporate bonds (attach schedule)	5,914,089	6,186,279		5,954,372	
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	2,123,359	2,181,669		1,756,203	
	14	Land, buildings, and equipment basis ▶ _____ 84,999 Less accumulated depreciation (attach schedule) ▶ 82,688	4,304	2,311		2,311	
15	Other assets (describe ▶ _____)	124,024	123,510		123,510		
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	36,559,539	37,226,622		47,072,477		
Liabilities	17	Accounts payable and accrued expenses	956	942			
	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)	956	942			
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	23,934,570	23,934,570			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0			
	29	Retained earnings, accumulated income, endowment, or other funds	12,624,013	13,291,110			
30	Total net assets or fund balances (see instructions)	36,558,583	37,225,680				
31	Total liabilities and net assets/fund balances (see instructions) .	36,559,539	37,226,622				

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	36,558,583
2	Enter amount from Part I, line 27a	2	667,097
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	37,225,680
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	37,225,680

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)
1 a US BANK		2015-12-31	2017-12-31
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 14,185,057		11,797,089	2,387,968
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			2,387,968
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	2,387,968
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	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?



Yes



No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	2,091,074	42,379,698	0 049341
2015	2,138,777	40,092,448	0 053346
2014	1,859,764	42,380,116	0 043883
2013	1,325,297	36,608,656	0 036202
2012	1,281,599	25,127,985	0 051003

2 Total of line 1, column (d)	2	0 233775
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 046755
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	46,917,371
5 Multiply line 4 by line 3	5	2,193,622
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	28,984
7 Add lines 5 and 6	7	2,222,606
8 Enter qualifying distributions from Part XII, line 4	8	2,175,520

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	57,967
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	57,967
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	57,967
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	31,180
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	31,180
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	26,787
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 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	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13		No
14	The books are in care of VICTORIA PITRELLI Telephone no (804) 740-7350			

Located at **1403 PEMBERTON ROAD SUITE 102 RICHMOND VA**ZIP+4 **23233**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐	15		
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). 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.**

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(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		
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 2017? ☐	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐	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 ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 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 2017). ☐ Yes ☒ No	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		No

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 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here. ☐ 	5b		
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 <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No <i>If "Yes" to 6b, file Form 8870</i>	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No	7b		

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
DOROTHY R BROTHERTON 1403 PEMBERTON RD STE 102 RICHMOND, VA 23233	SECRETARY 0 50	0	0	0
GLENN R MARTIN 1403 PEMBERTON RD STE 102 RICHMOND, VA 23233	VICE PRESIDENT 0 50	0	0	0
RANDOLPH N REYNOLDS 1403 PEMBERTON RD STE 102 RICHMOND, VA 23233	TREASURER 0 50	0	0	0
RICHARD S REYNOLDS III 1403 PEMBERTON RD STE 102 RICHMOND, VA 23233	PRESIDENT 0 50	0	0	0

2

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

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

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

0

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.

0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	44,059,217
b	Average of monthly cash balances.	1b	2,372,632
c	Fair market value of all other assets (see instructions).	1c	1,200,000
d	Total (add lines 1a, b, and c).	1d	47,631,849
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	47,631,849
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	714,478
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	46,917,371
6	Minimum investment return. Enter 5% of line 5.	6	2,345,869

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	2,345,869
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	57,967
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	57,967
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,287,902
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,287,902
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	2,287,902

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	2,175,520
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	2,175,520
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	2,175,520

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				2,287,902
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			1,314,975	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>2,175,520</u>				
a Applied to 2016, but not more than line 2a			1,314,975	
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 2017 distributable amount.				860,545
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				1,427,357
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see 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))	
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	
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 address of the person to whom applications should be addressed VICTORIA PITRELLI 1403 PEMBERTON RD SUITE 102 RICHMOND, VA 23233 (804) 740-7350	
b The form in which applications should be submitted and information and materials they should include LETTER OUTLINING GRANT PROPOSAL, VERIFICATION OF APPLICANT'S TAX EXEMPT STATUS AND FINANCIAL INFORMATION (BUDGET OR FINANCIAL STATEMENTS)	
c Any submission deadlines OCTOBER 31 AND APRIL 30	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors MUST BE ORGANIZATION CLASSIFIED AS PUBLIC CHARITY OR QUALIFIED ORGANIZATION (EDUCATIONAL, LITERARY, SCIENTIFIC OR RELIGIOUS) DESCRIBED IN SECTION 170(C) OF THE INTERNAL REVENUE CODE	

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	2,014,834
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	***** Signature of officer or trustee	2018-11-12 Date	***** Title

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
	AMANDA ADAMS				P00748038
	Firm's name ▶ CHERRY BEKAERT LLP				Firm's EIN ▶ 56-0574444
Firm's address ▶ 200 SOUTH 10TH ST STE 900 RICHMOND, VA 23219					Phone no (804) 673-5700

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BENEDICTINE COLLEGE PREPARATORY 12829 RIVER ROAD RICHMOND, VA 23238	N/A	PC	4 OF 4/PARADE GROUND NAMING	55,000
SAVING SWEET BRIAR INC 134 CHAPEL RD SWEET BRIAR, VA 24595	N/A	PC	3 OF 3, GENERAL FUND	25,000
COLLEGE OF WILLIAM & MARY 200 STADIUM DRIVE WILLIAMSBURG, VA 23186	N/A	PC	4 OF 4/MILLER HALL CONSTRUCTION COSTS	50,000
Total ▶ 3a				2,014,834

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
STEWARD SCHOOL 11600 GAYTON ROAD RICHMOND, VA 23238	N/A	PC	4 OF 5/REYNOLDS INNOVATION LABS	50,000
JAMESTOWN YORKTOWN FOUNDATION 2110 JAMESTOWN RD WILLIAMSBURG, VA 23185	N/A	PC	3 OF 3/AYUBA SULEIMAN DIALLO PORTRAIT	50,000
ICAHN SCHOOL OF MEDICINE AT MOUNT SINAI 1428 MADISON AVE NEW YORK, NY 10029	N/A	PC	4 OF 5, LAB FOR MOLECULAR ENV CHEM	50,000
Total 				2,014,834
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
RICHMOND BALLET407 E CANAL STREET RICHMOND, VA 23219	N/A	PC	2017 SEASON OF THE NUTCRACKER	75,000
ELIJAH HOUSE ACADEMY 6627-B JAHNKE RD RICHMOND, VA 23225	N/A	PC	2017-2018 SCHOLARSHIP	5,000
THE SORENSEN INSTITUTE 2400 OLD IVY ROAD CHARLOTTESVILLE, VA 22903	N/A	PC	25TH ANNIVERSARY SPRING GALA	2,500
Total ▶ 3a				2,014,834

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BON SECOURS HEALTH CARE FOUNDATION 5801 BREMO ROAD RICHMOND, VA 23226	N/A	PC	3 OF 4/CANCER RESILIENCY AT REYNOLDS	75,000
COMMUNITY IDEA STATIONS 23 SESAME STREET RICHMOND, VA 23235	N/A	PC	2 OF 2/REMOTE TRUCK FOR VIDEO PROTECTION	25,000
THE DOORWAYS 612 E MARSHALL STREET RICHMOND, VA 23219	N/A	PC	3 OF 3/RENOVATE TRANSPLANT PATIENT GUE	40,000
Total ► 3a				2,014,834

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EASTERN SHORE PUBLIC LIBRARY FOUNDATION 23610 FRONT ST ACCOMAC, VA 23301	N/A	PC	2 OF 2/COMPUTER CENTER AT NEW LIBRARY	15,000
ELK HILL1975 ELK HILL ROAD GOOCHAND, VA 23063	N/A	PC	2 OF 2 SPECIAL EDUCATION PROGRAMS	25,000
GRACE & HOLY EPISCOPAL CHURCH 8 N LAUREL ST RICHMOND, VA 23220	N/A	PC	CARITAS/RED DOOR MINISTRY	5,000
Total ▶ 3a				2,014,834

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GOOCHLAND FREE CLINIC & FAMILY SERVICES 1800 SANDY HOOK ROAD GOOCHLAND, VA 23063	N/A	PC	2 OF 5/NAMING OF CLINIC HUB	50,000
FOXCROFT SCHOOL 22407 FOXHOUND LN MIDDLEBURG, VA 20117	N/A	PC	3 OF 5/FACULTY DEVELOPMENT FUND	60,000
FEED MORE1415 RHOADMILER STREET RICHMOND, VA 23220	N/A	PC	2 OF 2/PHASE I CAPITAL CAMPAIGN	25,000
Total ▶ 3a				2,014,834

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MAYMONT FOUNDATION 1700 HAMPTON STREET RICHMOND, VA 23220	N/A	PC	4 OF 4 CHALLENGE/ENDOWMENT	50,000
THE MENOKIN FOUNDATION 4037 MENOKIN RD WARSAW, VA 22572	N/A	PC	3 OF 3/PRESERVATION PROJECT	10,000
MARIN PRIMARY & MIDDLE SCHOOL 20 MAGNOLIA AVE LARKSPUR, CA 94939	N/A	PC	2 OF 2/CAMPUS EXPANSION PHASE	25,000
Total ▶ 3a				2,014,834

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NORTHSTAR ACADEMY 8055 SHRADER ROAD RICHMOND, VA 23294	N/A	PC	2 OF 2/NEW PASSENGER BUS	25,000
OPERATION HEALING FORCES INC 380 PARK PLACE BLVD SUITE 175 CLEARWATER, FL 33759	N/A	PC	2 OF 2/RETREAT EXPENSES	15,000
REYNOLDS HOMESTEAD 463 HOMESTEAD LN CRITZ, VA 24082	N/A	PC	PRODUCTION OF BOOKS/ HOMESTEAD REUNION	2,000
Total ▶ 3a				2,014,834

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
RICHMOND SYMPHONY 612 E GRACE STREET RICHMOND, VA 23220	N/A	PC	FINAL PMT, TWO EVENTS/ COSTUMES	25,000
READ TO THEM2201 W BROAD ST 206 RICHMOND, VA 23220	N/A	PC	"ONE SCHOOL ONE BOOK" RICHMOND/2017	10,000
REYNOLDA HOUSE MUSEUM OF AMERICAN ART 2250 REYNOLDA RD WINSTONSALEM, NC 27106	N/A	PC	2 OF 2/TWO DECADE SPONSORSHIPS- CENT	15,000
Total ▶ 3a				2,014,834

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SECOND PRESBYTERIAN CHURCH 5 N 5TH STREET RICHMOND, VA 23219	N/A	PC	2 OF 5/REPLACE HVAC AND PEW CUSHIONS	50,000
TROOPS FIRST FOUNDATION 535 MAIN STREET SUITE 211 LAUREL, MD 20707	N/A	PC	3 OF 3/HOUSE 3/PHASE 1 PETRY VILLAGE	40,000
THOMAS JEFFERSON MEMORIAL FOUNDATION 931 THOMAS JEFFERSON PKWY CHARLOTTESVILLE, VA 22902	N/A	PC	3 OF 5/RESTORATION SOUTH PAVILLION CELLAR	112,500
Total ► 3a				2,014,834

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
VCU FOUNDATION 111 NORTH FOURTH STREET BOX 842039 RICHMOND, VA 23284	N/A	PC	5 OF 5, ICA	80,000
UNION PRESBYTERIAN SEMINARY 3401 BROOK ROAD RICHMOND, VA 23227	N/A	PC	3 OF 4/RENOVATE RICHMOND HALL	25,000
VERITAS SCHOOL3400 BROOK ROAD RICHMOND, VA 23227	N/A	PC	2 OF 2/REDEVELOP DUBOSE HALL	25,000
Total ▶ 3a				2,014,834

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
VIRGINIA OPERA 160 W VIRGINIA BEACH BLVD NORFOLK, VA 23510	N/A	PC	2 OF 3/STUDENT AFTERNOON AT THE OPERA	10,000
VIRGINIA UNION UNIVERSITY 1500 N LOMBARDY ST RICHMOND, VA 23220	N/A	PC	3 OF 4/RENOVATE INDUSTRIAL HALL	25,000
UNIVERSITY OF RICHMOND 28 WESTHAMPTON WAY RICHMOND, VA 23173	N/A	PC	4 OF 5, ENDOWMENT GLOBAL BUSINESS LNIT	50,000
Total ▶ 3a				2,014,834

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MCSHIN FOUNDATION 2300 DUMBARTON ROAD RICHMOND, VA 23228	N/A	PC	RESIDENTIAL HOUSING SCHOLARSHIPS	3,500
THE CLIFTON FORGE COMPANY 518 CHURCH STREET CLIFTON FORGE, VA 24422	N/A	PC	FINAL PMT/ ROOF FOR REYNOLDS STUDIOS	15,000
CAPITAL REGION LAND CONSERVANCY PO BOX 17306 RICHMOND, VA 23226	N/A	PC	2 OF 4/ MALVERNE HILL FARM ACQUISITION	15,000
Total ▶ 3a				2,014,834

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
JUNIOR ACHIEVEMENT 1801 LIBBIE AVE SUITE 203 RICHMOND, VA 23226	N/A	PC	2 OF 2/ JA FINANCE PARK	15,000
PATRICK HENRY SCHOOL OF SCIENCE & ARTS 3411 SEMMES AVE RICHMOND, VA 23225	N/A	PC	2 OF 2/AFTER SCHOOL PROGRAMMING	15,000
ALEXANDRIA SYMPHONY ORCHESTRA 700 N FAIRFAX ST 501 ALEXANDRIA, VA 22314	N/A	PC	ADV BOARD, KB - SYMPATICO PROGRAM	3,500
Total ► 3a				2,014,834

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ANGEL FLIGHT EAST 1501 NARCISSA ROAD BLUE BELL, PA 19422	N/A	PC	VIRGINIA CARE PROGRAM	5,000
BLUE RIDGE REGIONAL LIBRARY FDN INC 310 E CHURCH STREET MARTINSVILLE, VA 24112	N/A	PC	BOOKMOBILE	20,000
BOY SCOUTS OF AMERICA 6600 SILAS CREEK PKWY WINSTONSALEM, NC 27106	N/A	PC	1ST OF 4, SECOND CENTURY OF SCOUTING	15,000
Total ▶ 3a				2,014,834

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BYRD THEATRE FOUNDATION 2908 W CARY STREET RICHMOND, VA 23221	N/A	PC	NAME FOUR THEATRE SEATS	1,000
CAMP MERRIE- WOODE 100 MERRIE-WOODE ROAD SAPPHIRE, NC 28774	N/A	PC	CENTENNIAL CAMPAIGN	25,000
CENTER FOR DOMESTIC PEACE734 A ST SAN RAFAEL, CA 94901	N/A	PC	ADV BOARD BM, COMMUNITY PREVENTION	3,500
Total ▶ 3a				2,014,834

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CROSS OVER MINISTRIES508 AL-52 OPP, AL 36467	N/A	PC	DIABETES MANAGEMENT PROGRAM	10,000
DRIVE TO WORK1735 SUMMIT AVE RICHMOND, VA 23230	N/A	PC	EXPAND SERVICES IN GREATER RICHMOND	25,000
DUKE UNIVERSITY201 SCIENCE DRIVE DURHAM, NC 27708	N/A	PC	1ST OF 3/NATURAL RESOURCE FINANCE LNTIA	83,334
Total 				2,014,834
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ESSEX COUNTY DEVELOPMENT AUTHORITY 50 S CLINTON ST 5400 EAST ORANGE, NJ 07018	N/A	PC	PROFESSIONAL SURVEYS	5,000
FRIENDS ASSOCIATION FOR CHILDREN 1004 ST JOHN ST RICHMOND, VA 23220	N/A	PC	FUND PURCHASE OF NEW VEHICLE	10,000
FRIENDS OF HOLLYWOOD CEMETERY 412 S CHERRY ST RICHMOND, VA 23220	N/A	PC	3 OF 3/TREE DIGITIZATION	25,000
Total ► 3a				2,014,834

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GOOCHLAND PET LOVERS INC PO BOX 27 OILVILLE, VA 23129	N/A	PC	ANIMAL SHELTER/ADOPTION/EDUCATION	25,000
J SARGEANT REYNOLDS COLLEGE FDN 800 E LEIGH STREET RICHMOND, VA 23219	N/A	PC	1ST OF 5/REYNOLDS HONORS PROGRAM	100,000
JUNTOS Y UNIDOS POR PUERTO RICO PO BOX 9146 SAN JUAN, PR 00908	N/A	PC	SUPPORT HURRICANE MARIA	10,000
Total ▶ 3a				2,014,834

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LONGWOOD UNIVERSITY 201 HIGH STREET FARMVILLE, VA 23909	N/A	PC	THE SEAN REDWAY REYNOLDS MEMORIAL	25,000
RED WIGGLER COMMUNITY FAMILY 23400 RIDGE ROAD GERMANTOWN, MD 20876	N/A	PC	GENERAL OPERATING	15,000
SCAN120 S RIVERSIDE PLAZA STE 2190 CHICAGO, IL 60606	N/A	PC	TRAUMA-FOCUSED THERAPIST POSITION	4,000
Total 				2,014,834
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SCENIC VIRGINIA4 E MAIN STREET 2A RICHMOND, VA 23219	N/A	PC	THE RICHMONDS MEDAL EVENT	2,500
SPECIAL OLYMPICS 1133 19TH STREET NW WASHINGTON, DC 20036	NN	PC	SUMMER GAMES SCHOLARSHIPS OVER TWO	5,000
UNIVERSITY OF VIRGINIA 186 LARKSPUR WAY CHARLOTTESVILLE, VA 22902	N/A	PC	1ST OF 5/PROFESSORSHIP/DR IRV KRON	100,000
Total ▶ 3a				2,014,834

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
VETERINARY EMERGENCY TREATMENT FUND 370 GREENBRIER DR A2 CHARLOTTESVILLE, VA 22901	N/A	PC	EMERGENCY TREATMENT FUND	5,000
VIRGINIA FOUNDATION FOR THE HUMANITIES 145 EDNAM DRIVE CHARLOTTESVILLE, VA 22903	N/A	PC	3RD OF 3F'SITES AND STORIES" PROJECT	10,000
VIRGINIA MUSEUM OF FINE ARTS FOUNDATION 200 N BOULEVARD RICHMOND, VA 23220	N/A	PC	TERRACOTTA AMIY EXHIBIT	25,000
Total ▶ 3a				2,014,834

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
VIRGINIA MUSEUM OF HISTORY & CULTURE 428 N BOULEVARD RICHMOND, VA 23220	N/A	PC	IN MEMORY OF JOE STETTINIUS	2,500
VIRGINIA ORGANIZING INC 703 CONCORD AVE CHARLOTTESVILLE, VA 22903	N/A	PC	"THE JUDGE" DOCUMENTARY ABOUT JUDGE	25,000
VIRGINIA WAR MEMORIAL 621 S BELVIDERE ST RICHMOND, VA 23220	N/A	PC	VIRGINIA MEDAL OF HONOR GALLERY	25,000
Total ► 3a				2,014,834

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
VISION TO LEARN 11611 SAN VICENTE BLVD 500 LOS ANGELES, CA 90049	N/A	PC	MOBILE OPTOMETRIC CLINIC	25,000
MISSIONARY EMERGENCY FUND 1403 PEMBERTON ROAD RICHMOND, VA 23233	N/A	PC	REYNOLDS FIELD WORK SCHOLARSHIP (BM)	14,000
RANDOLPH-MACON COLLEGE 114 COLLEGE AVE ASHLAND, VA 23005	N/A	PC	3 OF 4 NMR SPECTROMETER LABORATORY	25,000
Total ▶ 3a				2,014,834

TY 2017 Accounting Fees Schedule**Name:** RICHARD S REYNOLDS FOUNDATION**EIN:** 54-6037003**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RETURN PREPARATION	5,500	0		5,500

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2017 Depreciation Schedule

Name: RICHARD S REYNOLDS FOUNDATION

EIN: 54-6037003

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
EQUIPMENT	2013-06-28	27,385	26,142		0 %	1,204	0		
FURNITURE AND FIXTURES	2015-03-01	57,614	54,553		0 %	789	0		

TY 2017 Investments Corporate Bonds Schedule

Name: RICHARD S REYNOLDS FOUNDATION

EIN: 54-6037003

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	6,186,279	5,954,372

TY 2017 Investments Corporate Stock Schedule**Name:** RICHARD S REYNOLDS FOUNDATION**EIN:** 54-6037003

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE SECURITIES	22,626,632	33,207,845

TY 2017 Investments Government Obligations Schedule**Name:** RICHARD S REYNOLDS FOUNDATION**EIN:** 54-6037003**US Government Securities - End
of Year Book Value:**

3,124,714

**US Government Securities - End
of Year Fair Market Value:**

3,064,772

**State & Local Government
Securities - End of Year Book
Value:**

818,405

**State & Local Government
Securities - End of Year Fair
Market Value:**

800,362

TY 2017 Investments - Other Schedule**Name:** RICHARD S REYNOLDS FOUNDATION**EIN:** 54-6037003**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
RICRYN, LLC	FMV	687,369	687,369
BRENCOURT INT'L LTD	AT COST	7,843	7,106
PARK STREET PRIVATE EQUITY	AT COST	185,785	185,785
SHEPHERD INVESTMENTS	AT COST	636,976	6,003
BROWN CRC IV	AT COST	219,602	227,494
BROWN PRIVATE EQUITY TEI	AT COST	197,719	280,767
BROWN PRIVATE EQUITY TEIII	AT COST	164,035	196,048
BROWN PRIVATE EQUITY PEP V	AT COST	26,347	27,370
BROWN REAL ESTATE I (QP)	AT COST	55,993	56,626
CERBERUS	AT COST	0	81,635

**TY 2017 Land, Etc.
Schedule****Name:** RICHARD S REYNOLDS FOUNDATION**EIN:** 54-6037003

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
EQUIPMENT	27,385	27,346	39	
FURNITURE AND FIXTURES	57,614	55,342	2,272	

TY 2017 Legal Fees Schedule**Name:** RICHARD S REYNOLDS FOUNDATION**EIN:** 54-6037003

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GENERAL GOVERNANCE	8,605	0		8,605

TY 2017 Other Assets Schedule**Name:** RICHARD S REYNOLDS FOUNDATION**EIN:** 54-6037003**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
A D REYNOLDS COLLECTION	26,460	26,460	26,460
REYNOLDS LITERATURE	97,564	97,050	97,050

TY 2017 Other Expenses Schedule**Name:** RICHARD S REYNOLDS FOUNDATION**EIN:** 54-6037003**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES & FEES	1,722	0		1,722
BANK CHARGES	121	121		0
INSURANCE	2,250	0		2,250
STORAGE	2,637	0		2,637
MISC	252	0		0
OFFICE EXPENSE	2,753	0		2,390
PAYROLL EXPENSES	3,750	0		3,750
RENTAL PROPERTY EXPENSES	116,023	116,023		0

TY 2017 Other Income Schedule

Name: RICHARD S REYNOLDS FOUNDATION

EIN: 54-6037003

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP UNRELATED BUSINESS INCOME	1,567		1,567

TY 2017 Other Professional Fees Schedule**Name:** RICHARD S REYNOLDS FOUNDATION**EIN:** 54-6037003

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	154,231	154,231		0
OUTSIDE SERVICES	5,605	0		5,605

TY 2017 Taxes Schedule**Name:** RICHARD S REYNOLDS FOUNDATION**EIN:** 54-6037003

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BUSINESS PROPERTY TAXES	354	354		0
FOREIGN TAXES	3,576	3,576		0
PENALTIES	51	0		0
EXCISE TAX	54,645	0		0