

For calendar year 2019, or tax year beginning 07-01-2019, and ending 06-30-2020

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	
City or town, state or province, country, and ZIP or foreign postal code RICHMOND, VA 23233		B Telephone number (see instructions) (804) 740-7350	
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) ▶\$ 50,033,288		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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	348	348		
	4 Dividends and interest from securities	713,273	713,273		
	5a Gross rents	147,176	147,176		
	b Net rental income or (loss) 27,662				
	6a Net gain or (loss) from sale of assets not on line 10	1,332,878			
	b Gross sales price for all assets on line 6a 14,045,213				
	7 Capital gain net income (from Part IV, line 2)		1,332,878		
	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)	19,063	14,492		
	12 Total. Add lines 1 through 11	2,212,738	2,208,167		
	13 Compensation of officers, directors, trustees, etc.	0	0		0
	14 Other employee salaries and wages	46,230	4,623		41,607
	15 Pension plans, employee benefits	17,702	1,770		15,932
	16a Legal fees (attach schedule)	3,655	0		3,655
	b Accounting fees (attach schedule)	5,215	0		5,215
	c Other professional fees (attach schedule)	175,097	161,657		13,440
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	7,252	6,368		356
	19 Depreciation (attach schedule) and depletion	1,387	0		
	20 Occupancy	54,140	0		54,140
	21 Travel, conferences, and meetings	5,264	0		5,264
	22 Printing and publications				
	23 Other expenses (attach schedule)	170,926	26,337		49,165
	24 Total operating and administrative expenses. Add lines 13 through 23	486,868	200,755		188,774
	25 Contributions, gifts, grants paid	2,262,333			2,262,333
	26 Total expenses and disbursements. Add lines 24 and 25	2,749,201	200,755		2,451,107
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-536,463			
	b Net investment income (if negative, enter -0-)		2,007,412		
	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	1		
	2 Savings and temporary cash investments	2,521,331	2,709,445	2,709,445
	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)	3,862,326	2,341,100	2,411,486
	b Investments—corporate stock (attach schedule)	22,616,973	25,970,556	38,458,418
	c Investments—corporate bonds (attach schedule)	6,913,945	4,211,980	4,435,789
	11 Investments—land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	2,195,573	2,340,937	1,894,411
	14 Land, buildings, and equipment: basis ▶ <u>87,887</u> Less: accumulated depreciation (attach schedule) ▶ <u>86,040</u>	1,286	1,847	1,847
15 Other assets (describe ▶ _____)	123,046	121,892	121,892	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	38,234,481	37,697,757	50,033,288	
Liabilities	17 Accounts payable and accrued expenses	1,306	1,045	
	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)	1,306	1,045	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ ☐ and complete lines 24, 25, 29 and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ ☒ and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds	23,934,570	23,934,570	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund	0	0	
	28 Retained earnings, accumulated income, endowment, or other funds	14,298,605	13,762,142	
	29 Total net assets or fund balances (see instructions)	38,233,175	37,696,712	
30 Total liabilities and net assets/fund balances (see instructions) .	38,234,481	37,697,757		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	38,233,175
2 Enter amount from Part I, line 27a	2	-536,463
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	37,696,712
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 29 .	6	37,696,712

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 PUBLICLY-TRADED SECURITIES	P		
b PASSTHROUGH K-1 CAPITAL GAIN	P		
c BROWN ADVISORY PRIVATE EQUITY PARTNERS III (TE)	P		
d CERBERUS	P		
e MADOFF FUND DISTRIBUTION	P		

(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 13,824,468		12,712,335	1,112,133
b 109,840			109,840
c 20,469			20,469
d 50,510			50,510
e 39,926			39,926

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,112,133
b			109,840
c			20,469
d			50,510
e			39,926

2 Capital gain net income or (net capital loss)	2	1,332,878
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))
2018	2,202,045	47,878,864	0.045992
2017	2,175,520	46,917,371	0.046369
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

2 Total of line 1, column (d)	2	0.238931
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.047786
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	48,339,563
5 Multiply line 4 by line 3	5	2,309,954
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	20,074
7 Add lines 5 and 6	7	2,330,028
8 Enter qualifying distributions from Part XII, line 4	8	2,451,107

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	20,074
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	20,074
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	20,074
6	Credits/Payments:		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	24,686
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,500
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	26,186
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	6,112
11	Enter the amount of line 10 to be: Credited to 2020 estimated tax ▶ 6,112 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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). <i>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.</i>		No
c Did the foundation file Form 1120-POL for this year?		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? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	
b If "Yes," has it filed a tax return on Form 990-T for this year?	Yes	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	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? <i>If "No," attach explanation .</i>	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 2019 or the taxable year beginning in 2019? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		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	Yes	
14	The books are in care of ► VICTORIA PITRELLI Telephone no. ► (804) 740-7350			

Located at **►** 1403 PEMBERTON ROAD SUITE 102 RICHMOND VAZIP+4 **►** 23233

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			
16	At any time during calendar year 2019, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. 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	
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 2019?	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 2019, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2019? ☐ 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 2019 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 2019.)	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 2019?	4b	No

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No	
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 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		5b
	Organizations relying on a current notice regarding disaster assistance check here. 	☐	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No	
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b
	If "Yes" to 6b, file Form 8870.		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?		7b
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	☐ Yes ☒ No	

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
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	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000. 				0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see 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	44,598,689
b	Average of monthly cash balances.	1b	3,304,424
c	Fair market value of all other assets (see instructions).	1c	1,172,585
d	Total (add lines 1a, b, and c).	1d	49,075,698
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	49,075,698
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	736,135
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	48,339,563
6	Minimum investment return. Enter 5% of line 5.	6	2,416,978

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	2,416,978
2a	Tax on investment income for 2019 from Part VI, line 5.	2a	20,074
b	Income tax for 2019. (This does not include the tax from Part VI.).	2b	
c	Add lines 2a and 2b.	2c	20,074
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,396,904
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,396,904
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	2,396,904

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	2,451,107
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	2,451,107
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	20,074
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,431,033

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				2,396,904
2 Undistributed income, if any, as of the end of 2019:				
a Enter amount for 2018 only.			1,552,627	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2019:				
a From 2014.				
b From 2015.				
c From 2016.				
d From 2017.				
e From 2018.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$ 2,451,107				
a Applied to 2018, but not more than line 2a			1,552,627	
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 2019 distributable amount.				898,480
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2019. (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:	0			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2018. Subtract line 4a from line 2a. Taxable amount—see instructions.			0	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020.				1,498,424
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 2014 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9:				
a Excess from 2015.				
b Excess from 2016.				
c Excess from 2017.				
d Excess from 2018.				
e Excess from 2019.				

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 2019, 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) 2019	(b) 2018	(c) 2017	(d) 2016	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions

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	2,262,333
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated.

	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) (See instructions.)
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	348	
4 Dividends and interest from securities. . . .			14	713,273	
5 Net rental income or (loss) from real estate:					
a Debt-financed property.					
b Not debt-financed property.			16	27,662	
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	1,332,878	
9 Net income or (loss) from special events:					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a INCOME FROM PASSTHROUGH ENTITIES _____	525990	4,571	14	5,696	
b OTHER INVESTMENT INCOME _____			14	8,796	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). . .		4,571		2,088,653	0
13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations.)			13		2,093,224

[illegible]

Part XVII

- | | | | | |
|---|--|----|--|----|
| 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. | | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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 |
| | | |
| | | |
| | | |
| | | |

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.

**Sign
Here**

Title

(see instr.) ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name AMANDA ADAMS	Preparer's Signature	Date	Check if self-employed ☐	PTIN 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>				
1708 GALLERYPO BOX 12520 RICHMOND, VA 23241	N/A	PC	COVID-19 RELIEF FUND	5,000
2019 COMMEMORATION INC PO BOX 1607 WILLIAMSBURG, VA 23187	N/A	PC	1ST OF 2/HARLEM DANCE THEATRE	50,000
ALEXANDER MONTGOMERY FOUNDATION PO BOX 3080 REDLANDS, CA 92373	N/A	PC	SCHOLARSHIP STIPEND, CAROLYN ANDERSON	3,500
Total ▶ 3a				2,262,333

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>				
AMERICAN SUSTAINABLE BUSINESS INSTITUTE 1140 3RD STREET NE ST 2 WASHINGTON, DC 20002	N/A	PC	RESTRICTED SALARY/BUSINESS CASE MATEN	35,000
ANNA JULIA COOPER EPISCOPAL SCHOOL 2124 N 29TH STREET RICHMOND, VA 23223	N/A	PC	IN HONOR OF GORDON WALLACE/NEW PLAYGROUND	2,500
ANNA JULIA COOPER EPISCOPAL SCHOOL 2124 N 29TH STREET RICHMOND, VA 23223	N/A	PC	2ND OF 3/BUILDING HOPE CAMPAIGN	50,000
Total ▶ 3a				2,262,333

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>				
ARMY HISTORICAL FOUNDATION 2425 WILSON BLVD STE 502 ARLINGTON, VA 22201	N/A	PC	FINAL PMUCAPITAL CAMPAIGN	25,000
AUGUSTA HEALTH FOUNDATION 64 SORTS MEDICINE DRIVE FISHERSVILLE, VA 22939	N/A	PC	FINAL/ER EQUIPMENT	25,000
BELLARMINE UNIVERSITY 2001 NEWBURG ROAD LOUISVILLE, KY 40205	N/A	PC	2ND OF 5/W. FIELDING RUBEL SCHOOL OF BUSINESS	30,000
Total ▶ 3a				2,262,333

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	2ND OF 6/SEAN R. REYNOLDS WALL OF HONOR	80,000
BETH SHALOM SENIOR LIVING 570 NE TOHOMISH ST WHITE SALMON, WA 98672	N/A	PC	"I'M STILL HERE" PROGAM	10,000
BOY SCOUTS OF AMERICA 6600 SILAS CREEK PKWY WINSTONSALEM, NC 27106	N/A	PC	3RD/4TH, SECOND CENTURY OF SCOUTING	30,000
Total ▶ 3a				2,262,333

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>				
CAPITAL REGION LAND CONSERVANCY PO BOX 17306 RICHMOND, VA 23226	N/A	PC	FINAL PMU MALVERNE HILL FARM ACQUISITION	15,000
CAROL D ADAMS FOUNDATION PO BOX 24864 RICHMOND, VA 23224	N/A	PC	ADV RR: PROGRAM SUPPORT	3,500
CHESAPEAKE BAY FOUNDATION 1108 E MAIN STREET RICHMOND, VA 23219	N/A	PC	FINAL PMUEDUCAITONAL PROGRAMS	10,000
Total ▶ 3a				2,262,333

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>				
CHRIST CHURCH 500 CHRIST SCHOOL ROAD ARDEN, NC 28704	N/A	PC	LAZARUS MINISTRY (MEF KB)	3,500
CONEXUS11618 BUSY ST N CHESTERFLD, VA 23236	N/A	PC	2019/2020 PROGRAM SUPPORT	50,000
DRIVE TO WORK1735 SUMMIT AVE RICHMOND, VA 23230	N/A	PC	MOVING/MANUAL	10,000
Total ▶ 3a				2,262,333

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>				
DUKE UNIVERSITY201 SCIENCE DRIVE DURHAM, NC 27708	N/A	PC	FINAL PMUNATURAL RESOURCE FINANCE LN1T	83,333
ELIJAH HOUSE ACADEMY 6627-B JAHNKE RD RICHMOND, VA 23225	N/A	PC	2019-2020 HALF-SCHOLARSHIP	5,000
ELK HILLPO BOX 99 GOOCHLAND, VA 23063	N/A	PC	IN MEMORY OF BUFORD SCOTT	10,000
Total ▶ 3a				2,262,333

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>				
FEED MORE1415 RHOADMILER STREET RICHMOND, VA 23220	N/A	PC	1ST OF 2/GATHER, GIVE, GROW	25,000
FOXCROFT SCHOOL 22407 FOXHOUND LN MIDDLEBURG, VA 20117	N/A	PC	FINAL PMUFACULTY DEVELOPMENT FUND	60,000
GBMC FOUNDATION 6701 N CHARLES ST BALTIMORE, MD 21204	N/A	PC	ADV NR: COVID-19 HEALTHCARE WORKERS	3,500
Total ▶ 3a				2,262,333

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	SHINING STARS CAMPAIGN	1,000
GOOCHLAND FREE CLINIC & FAMILY SERVICES 1800 SANDY HOOK ROAD GOOCHLAND, VA 23063	N/A	PC	4TH & 5TH PMTS/AII HERE NOW CAMPAIGN	100,000
GOOCHLAND FREE CLINIC & FAMILY SERVICES 1800 SANDY HOOK ROAD GOOCHLAND, VA 23063	N/A	PC	ADV LP: COVID-19 EMERGENCY FUND SUPPORT	3,500
Total ▶ 3a				2,262,333

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>				
HENRICO EDUCATION FOUNDATION PO BOX 31413 HENRICO, VA 23294	N/A	PC	COMMUNITY CENTER/GLEN LEA ELEMENTARY	50,000
J SARGEANT REYNOLDS COLLEGE FDN 800 E LEIGH STREET RICHMOND, VA 23219	N/A	PC	3RD OF 5/REYNOLDS HONORS PROGRAM	100,000
JAMES HOUSE6610 COMMONS DR PRINCE GEORGE, VA 23875	N/A	PC	COVID-19 YOUTH SUPPORT SERVICES	10,000
Total ▶ 3a				2,262,333

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>				
JOHN DAU FOUNDATION 1101 KING ST STE 360 ALEXANDRIA, VA 22314	N/A	PC	HEALTHCARE/NUTRITION PROGRAMS SUDAN	10,000
LEWIS GINTER BOTANICAL GARDENS 1800 LAKESIDE AVE RICHMOND, VA 23228	N/A	PC	2ND OF 3/LEARNING VILLAGE GREEN ROOF	45,000
LIBERATION VETERAN SERVICES 1201 HULL ST RICHMOND, VA 23224	N/A	PC	1ST OF 2/CASE MANAGEMENT SERVICES	60,000
Total ▶ 3a				2,262,333

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>				
MONROE PARK CONSERVANCY PO BOX 25926 RICHMOND, VA 23260	N/A	PC	PHASE 2 PLAN/RESTORE MONROE PARK	10,000
MOUNT VERNON LADIES ASSOCIATION 3200 MOUNT VERNON MEMORIAL HIGHWAY MOUNT VERNON, VA 22121	N/A	PC	2NDOF 4/MARTHA WASHINGTON PAPERS PROJ	25,000
NEEDLE'S EYE MINISTRY 104 BERRINGTON COURT RICHMOND, VA 23221	N/A	PC	PROFESSIONAL PRAYER GROUPS (MEF RRJR)	3,500
Total ▶ 3a				2,262,333

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>				
ONE VIRGINIA 2021PO BOX 1054 RICHMOND, VA 23218	N/A	PC	PRESENCE AT THE POLLS	20,000
OPERATION HEALING FORCES INC 380 PARK PLACE BLVD SUITE 175 CLEARWATER, FL 33759	N/A	PC	RETREAT EXPENSES	25,000
PATRICK COUNTY EDUCATION FOUNDATION 645 PATRIOT AVE MARTINSVILLE, VA 24112	N/A	PC	1ST OF 3/GL BALILES/RS REYNOLDS SR. LEA	75,000
Total ▶ 3a				2,262,333

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 BALLET 407 E CANAL STREET RICHMOND, VA 23219	N/A	PC	2019 SEASON "THE NUTCRACKER"	50,000
RICHMOND BALLET 407 E CANAL STREET RICHMOND, VA 23219	N/A	PC	GALA IN THE RIVER CITY	2,500
RICHMOND BALLET 407 E CANAL STREET RICHMOND, VA 23219	N/A	PC	FINAL PMUREBUILD THE NUTCRACKER	25,000
Total ▶ 3a				2,262,333

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 BALLET 407 E CANAL STREET RICHMOND, VA 23219	N/A	PC	UNDERWRITE ALAN VAES THE NUTCRACKER	25,000
RICHMOND HILL2209 E GRACE ST RICHMOND, VA 23223	N/A	PC	1ST OF 3/REFECTORY EXPANSION	25,000
RICHMOND SYMPHONY 612 E GRACE STREET RICHMOND, VA 23220	N/A	PC	FINAL/MENUHIN NEW WORKS PROGRAM	50,000
Total ▶ 3a				2,262,333

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>				
RIVER ROAD PRESBYTERIAN CHURCH 8960 RIVER ROAD RICHMOND, VA 23229	N/A	PC	CAMP HANOR SCHOLARSHIPS//REID ELEMENTARY	3,500
SECOND PRESBYTERIAN CHURCH 5 N 5TH STREET RICHMOND, VA 23219	N/A	PC	4TH OF 5/REPLACE HVAC AND PEW CUSHIONS	50,000
SHARE OUR STRENGTH 1030 15TH ST NW STE 1100W WASHINGTON, DC 20005	N/A	PC	2ND OF 3FTHE MONDAY FUND	25,000
Total ▶ 3a				2,262,333

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>				
SHELTERING ARMS FOUNDATION 206 TWINRIDGE LANE RICHMOND, VA 23235	N/A	PC	FINAL PMUSHETLERING ARMS INSTITUTE	50,000
SO OTHERS MAY EAT 9222 CHESAPEAKE DRIVE SAN DIEGO, CA 92123	N/A	PC	ADV GB: SERVICES/PROGRAM SUPPORT	3,500
ST ANDREW'S SCHOOL 227 S CHERRY ST RICHMOND, VA 23220	N/A	PC	COVID-19 DIGITAL/DISTANCE LEARNING	15,000
Total ▶ 3a				2,262,333

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>				
ST JOHN'S CHURCH FOUNDATION 2319 E BROAD ST RICHMOND, VA 23223	N/A	PC	PROJECT RED COAT	10,000
ST JOSEPH'S VILLA8000 BROOK ROAD RICHMOND, VA 23227	N/A	PC	2ND OF 5/RISE UP CAMPAIGN	50,000
ST MARYS HEALTH WAGON 5626 PATRIOT DRIVE WISE, VA 24293	N/A	PC	MEDICAL SERVICES	35,000
Total ▶ 3a				2,262,333

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>				
STRATFORD HALL 483 GREAT HOUSE ROAD MONTROSS, VA 22520	N/A	PC	COVID-19 SUPPORT FUND	5,000
SUSAN G KOMEN 5295 GREENWICH ROAD SUITE 105 VIRGINIA BEACH, VA 23462	N/A	PC	TREATMENT ASSISTANCE FUND	15,000
THE AMERICAN CIVIL WAR MUSEUM 480 TREDEGAR STREET RICHMOND, VA 23219	N/A	PC	2ND OF 3/NAMING OF NORTH COURTYARD	50,000
Total ▶ 3a				2,262,333

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>				
THE BOYS & GIRLS CLUBS OF NORTHERN NECK 517 N MAIN STREET KILMARNOCK, VA 22482	N/A	PC	FINAL PMUCAPITAL CAMPAIGN	25,000
THE JOURNEY THROUGH HALLOWED GROUND PO BOX 77 WATERFORD, VA 20197	N/A	PC	NATIONAL HISTORY ACADEMY	10,000
THE UCLA FOUNDATION 10889 WILSHIRE BLVD STE 1100 LOS ANGELES, CA 90024	N/A	PC	2ND OF 5/DONALD P DECKER MD ENDOWED	50,000
Total ▶ 3a				2,262,333

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>				
THOMAS JEFFERSON FOUNDATION INC 931 THOMAS JEFFERSON PKWY CHARLOTTESVILLE, VA 22902	N/A	PC	FINAL/RESTORATION SOUTH DEPENDENCY	100,000
THOMAS JEFFERSON FOUNDATION INC 931 THOMAS JEFFERSON PKWY CHARLOTTESVILLE, VA 22902	N/A	PC	COVID-19 DEFICIT FUND	25,000
UGA FOUNDATION ONE PRESS PL STE 101 ATHENS, GA 30602	N/A	PC	2ND OF 4/RSR FDN SCHOLARSHIP FUND	25,000
Total ▶ 3a				2,262,333

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>				
UNITED NETWORK FOR ORGAN SHARING 700 N 4TH STREET RICHMOND, VA 23219	N/A	PC	PHASE 3 ORGAN TRAVEL TIME	30,000
UNIVERSITY OF VIRGINIA 186 LARKSPUR WAY CHARLOTTESVILLE, VA 22902	N/A	PC	3RD OF 5/PROFESSORSHIP/DR. IRV KRON	100,000
VANDERBILT UNIVERSITY PMB 407727 2301 VANDERBILT PLACE NASHVILLE, TN 37240	N/A	PC	1ST OF 5/BREAST CANCER DISCOVERY FUND	50,000
Total ▶ 3a				2,262,333

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				
VIRGINIA CENTER FOR THE CREATIVE ARTS 154 SAN ANGELO DRIVE AMHERST, VA 24521	N/A	PC	2ND OF 3/RS AND LOUISE REYNOLDS POET	10,000
VIRGINIA CENTER FOR THE CREATIVE ARTS 154 SAN ANGELO DRIVE AMHERST, VA 24521	N/A	PC	FINAL PMT/RS AND LOUISE REYNOLDS POET	10,000
VIRGINIA MUSEUM OF FINE ARTS FOUNDATION 200 N ARTHUR ASHE BLVD RICHMOND, VA 23220	N/A	PC	1 OF 2/ EDWARD HOPPER EXHIBIT	25,000
Total ▶ 3a				2,262,333

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 FINE ARTS FOUNDATION 200 N ARTHUR ASHE BLVD RICHMOND, VA 23220	N/A	PC	RUMORS OF WAR	25,000
VIRGINIA REPETORY THEATRE 114 W BROAD STREET RICHMOND, VA 23220	N/A	PC	COVID-19 SUPPORT FUND	5,000
VIRGINIA WAR MEMORIAL 621 S BELVIDERE ST RICHMOND, VA 23220	N/A	PC	1ST OF 2/OUTFIT LO LEARN ING -ORAL HISTORY	15,000
Total ► 3a				2,262,333

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>				
WOODBERRY FOREST SCHOOL 898 WOODBERRY FOREST RD WOODBERRY FOREST, VA 22989	N/A	PC	1ST OF6/RS REYNOLDS SR. SCHOLARSHIP	80,000
YMCA2 W FRANKLIN ST RICHMOND, VA 23220	N/A	PC	COVID-19 HERE FOR GOOD SUPPORT FUND	25,000
Total ▶ 3a				2,262,333

TY 2019 Accounting Fees Schedule**Name:** RICHARD S REYNOLDS FOUNDATION**EIN:** 54-6037003

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX RETURN PREPARATION	5,215	0		5,215

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

TY 2019 Depreciation Schedule

Name: RICHARD S REYNOLDS FOUNDATION

EIN: 54-6037003

Depreciation Schedule

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	26,208	26,208	SL	5.00000000000000	0	0		
FURNITURE AND FIXTURES	2015-03-01	53,668	53,668	SL	5.00000000000000	0	0		
DELL OPTIPLEX 3020 COMPUTER	2015-03-01	1,177	868	SL	5.00000000000000	84	0		
DELL OPTIPLEX 3070 COMPUTER	2020-01-31	1,005		SL	5.00000000000000	137	0		
JULIA LOUISE REYNOLDS PORTRAIT	2015-08-17	474	364	SL	5.00000000000000	95	0		
SS LOUISE	2015-09-03	3,472	2,603	SL	5.00000000000000	694	0		
JOHN REYNOLDS PORTRAIT	2018-12-31	1,883	942	SL	5.00000000000000	377	0		

TY 2019 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 ISSUES	4,156,207	4,375,644
FOREIGN ISSUES	55,773	60,145

TY 2019 Investments Corporate Stock Schedule**Name:** RICHARD S REYNOLDS FOUNDATION**EIN:** 54-6037003**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITY FUNDS	8,742,360	10,766,010
FIXED INCOME FUNDS	3,104,044	3,250,858
COMMON STOCKS	12,370,395	21,936,550
FOREIGN STOCKS	1,736,193	2,486,327
PREFERRED STOCKS	17,564	18,673

TY 2019 Investments Government Obligations Schedule**Name:** RICHARD S REYNOLDS FOUNDATION**EIN:** 54-6037003**US Government Securities - End
of Year Book Value:**

2,120,594

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

2,179,418

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

220,506

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

232,068

TY 2019 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
BRENCOURT INT'L LTD	AT COST	737	2,929
BROWN CRC IV	AT COST	182,139	187,652
BROWN PRIVATE EQUITY PEP V	AT COST	117,907	141,627
BROWN PRIVATE EQUITY TEI	AT COST	204,376	189,207
BROWN PRIVATE EQUITY TEIII	AT COST	218,109	235,171
BROWN REAL ESTATE I (QP)	AT COST	95,111	112,700
CERBERUS	AT COST	0	14,226
PARK STREET PRIVATE EQUITY	AT COST	128,776	249,240
RICRYN, LLC	FMV	757,975	757,975
SHEPHERD INVESTMENTS	AT COST	635,807	3,684

**TY 2019 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	28,390	27,297	1,093	1,093
FURNITURE AND FIXTURES	53,668	53,668	0	
ARTWORK	5,829	5,075	754	754

TY 2019 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	3,655	0		3,655

TY 2019 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	26,387	25,799	25,799
REYNOLDS LITERATURE	96,659	96,093	96,093

TY 2019 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
INSURANCE	2,250	0		2,250
OFFICE EXPENSE	2,392	0		2,392
OTHER EXPENSES	4,523	0		4,523
PAYROLL EXPENSES	10,000	0		10,000
STORAGE	3,000	0		30,000
K-1 EXPENSES	29,247	26,337		0
RENTAL PROPERTY EXPENSES	119,514	0		0

TY 2019 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
INCOME FROM PASSTHROUGH ENTITIES	10,267	5,696	10,267
OTHER INVESTMENT INCOME	8,796	8,796	8,796

TY 2019 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	161,657	161,657		0
COMPUTER CONSULTING	1,514	0		1,514
MAUSOLEUM MAINTENANCE	3,605	0		3,605
ORAL HISTORY FEES	6,567	0		6,567
OFFICE-RELATED SERVICES	1,754	0		1,754

TY 2019 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	356	0		356
FOREIGN TAXES	6,368	6,368		0
EXCISE TAX	528	0		0