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Form 990-PF

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545 0052

2007

Department of the Treasury Internal Revenue Service

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2007, or tax year beginning 2007, and ending

G Check all that apply. Initial return Final return Amended return Address change Name change

Use the PS label. Otherwise, print or type See Specific Instructions

THE MARY LYNN RICHARDSON FUND C/O PIEDMONT FIN TRUST CO BOX 20124 GREENSBORO, NC 27420

A Employer identification number 06-6025946 B Telephone number (see the instructions) 336-274-5471 C If exemption application is pending, check here D 1 Foreign organizations, check here 2 Foreign organizations meeting the 85% test, check here and attach computation E If private foundation status was terminated under section 507(b)(1)(A), check here F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

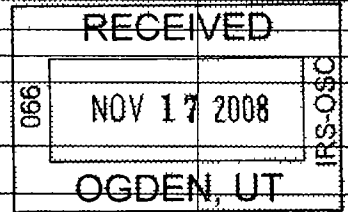
Check type of organization [X] Section 501(c)(3) exempt private foundation [] Section 4947(a)(1) nonexempt charitable trust [] Other taxable private foundation

Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 7,933,831. J Accounting method [X] Cash [] Accrual [] Other (specify) (Part I, column (d) must be on cash basis)

ENVELOPE POSTMARK DATE NOV 12 2008

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 the instructions))

Table with 4 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include contributions, interest, dividends, gross rents, capital gain, other income, total operating and administrative expenses, and net investment income.



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SCANNED NOV 20 2008 ADMINISTRATIVE EXPENSES

8 RE G14

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing			
	2	Savings and temporary cash investments	30,562.	65,557.	65,557.
	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 the instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U S and state government obligations (attach schedule)			
		b Investments — corporate stock (attach schedule)			
		c Investments — corporate bonds (attach schedule)	1,534.	1,534.	1,587.
	11	Investments — land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments — mortgage loans				
13	Investments — other (attach schedule)				
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe SEE STATEMENT 5)	6,689,946.	6,698,026.	7,866,687.	
16	Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	6,722,042.	6,765,117.	7,933,831.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
FUNDS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	6,722,042.	6,765,117.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see the instructions)	6,722,042.	6,765,117.		
31	Total liabilities and net assets/fund balances (see the instructions)	6,722,042.	6,765,117.		

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	6,722,042.
2	Enter amount from Part I, line 27a	2	-115,005.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 6	3	442,648.
4	Add lines 1, 2, and 3	4	7,049,685.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 7	5	284,568.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	6,765,117.

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 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	304,032.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	

If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2006	347,489.	7,479,235.	0.046461
2005	336,325.	7,195,715.	0.046740
2004	339,222.	6,963,720.	0.048713
2003	310,494.	6,264,297.	0.049566
2002	352,377.	6,424,947.	0.054845

2 Total of line 1, column (d)	2	0.246325
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	0.049265
4 Enter the net value of noncharitable-use assets for 2007 from Part X, line 5	4	7,939,554.
5 Multiply line 4 by line 3	5	391,142.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,355.
7 Add lines 5 and 6	7	395,497.
8 Enter qualifying distributions from Part XII, line 4	8	373,239.

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 the instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary – see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	8,711.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	8,711.
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	8,711.
6	Credits/Payments		
a	2007 estimated tax prmts and 2006 overpayment credited to 2007	6a	15,037.
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	15,037.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,326.
11	Enter the amount of line 10 to be Credited to 2008 estimated tax <input type="checkbox"/> 6,326. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the 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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ 0. (2) On foundation managers ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
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>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) NC		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2007 or the taxable year beginning in 2007 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities Continued

11a 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)	11a		X
b If 'Yes', did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, an annuities described in the attachment for line 11a?	11b	N/A	
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract?	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14 The books are in care of ▶ <u>PIEDMONT FINANCIAL TRUST CO</u> Telephone no ▶ <u>336/274-5471</u> Located at ▶ <u>701 GREEN VALLEY ROAD GREENSBORO NC</u> ZIP + 4 ▶ <u>27408</u>			
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			N/A ▶ <input type="checkbox"/>
			▶ 15 N/A

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

		Yes	No
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A	
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 2007?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a At the end of tax year 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__			
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions.)	2b	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20__ , 20__ , 20__ , 20__			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If 'Yes,' did it have excess business holdings in 2007 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 2007.)	3b	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2007?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 5b N/A

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X

If you answered 'Yes' to 6b, also file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b N/A

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		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 N/A	
2	
3	
4	

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

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

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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	7,908,734.
b Average of monthly cash balances	1b	151,727.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	8,060,461.
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	8,060,461.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	120,907.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,939,554.
6 Minimum investment return. Enter 5% of line 5	6	396,978.

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	396,978.
2a Tax on investment income for 2007 from Part VI, line 5	2a	8,711.
b Income tax for 2007 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	8,711.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	388,267.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	388,267.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	388,267.

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	373,239.
b Program-related investments — total from Part IX-B	1b	
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	373,239.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	373,239.

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 2006	(c) 2006	(d) 2007
1 Distributable amount for 2007 from Part XI, line 7				388,267.
2 Undistributed income, if any, as of the end of 2006				
a Enter amount for 2006 only			326,189.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2007				
a From 2002				
b From 2003				
c From 2004				
d From 2005				
e From 2006				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2007 from Part XII, line 4 ▶ \$ 373,239.				
a Applied to 2006, but not more than line 2a			326,189.	
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 2007 distributable amount				47,050.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2007 (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 2006 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2007 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2008				341,217.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2002 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2003				
b Excess from 2004				
c Excess from 2005				
d Excess from 2006				
e Excess from 2007				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2007, enter the date of the ruling ▶

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

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

	Tax year				(e) Total
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	
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))
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

SEE STATEMENT 9

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED SCHEDULE		509A1	TO ASSIST ORGANIZATION IN CARRYING OUT ITS EXEMPT PURPOSE.	328,600.
Total ▶ 3a				328,600.
b Approved for future payment				
Total ▶ 3b				

THE MARY LYNN RICHARDSON FUND

06-6025946

FORM 990-PF

PART I. ANALYSIS OF REVENUE & EXPENSES

LINE 3. INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENT

	(A) REVENUE & EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME
DIVIDENDS - NORTHERN TRUST	6,877.00	6,877.00
TOTAL LINE 3	\$ 6,877.00	\$ 6,877.00
LINE 4. DIVIDENDS AND INTEREST FROM SECURITIES		
1.		
INTEREST	0.00	23,409.00
DIVIDENDS	0.00	101,276.00
2.		
DIVIDENDS	0.00	80,978.00
TOTAL LINE 4	\$ 0.00	\$ 205,663.00

THE MARY LYNN RICHARDSON FUND

06-6025946

PART IV. CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME
LINE 2. CAPITAL GAIN NET INCOME OR (NET CAPITAL LOSS)

NET SHORT TERM CAPITAL GAIN (LOSS)	(9,998.00)
NET SHORT TERM SECTION 1256	176.00
NET LONG TERM CAPITAL GAIN (LOSS)	323,790.00
NET LONG TERM SECTION 1256	263.00
NET SECTION 1231 GAIN (LOSS)	(10,199.00)
NET SHORT TERM CAPITAL GAIN (LOSS)	0.00
TOTAL	\$ 304,032.00

THE MARY LYNN RICHARDSON FUND

06-6025946

STATEMENT 5
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
PIEDMONT ASSOCIATES INVESTMENT FUND LLC	\$ 5,107,237.	\$ 6,242,522.
PIEDMONT SOUTHEASTERN INVESTMENT FD LLC	1,590,789.	1,624,165.
TOTAL	<u>\$ 6,698,026.</u>	<u>\$ 7,866,687.</u>

STATEMENT 6
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

	\$ 365,060.
	77,588.
TOTAL	<u>\$ 442,648.</u>

STATEMENT 7
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

DISTRIBUTIONS-PIEDMONT ASSOCIATES INVESTMENT FUND	\$ 189,409.
DISTRIBUTIONS-PIEDMONT SOUTHEASTERN INVESTMENT FUND	95,159.
TOTAL	<u>\$ 284,568.</u>

STATEMENT 8
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED</u>	<u>COMPEN- SATION</u>	<u>CONTRI- BUTION TO EBP & DC</u>	<u>EXPENSE ACCOUNT/ OTHER</u>
BETSY BONEY MEAD C/O PIEDMONT FIN TR BOX 20124 GREENSBORO, NC 27420	TRUSTEE 0.50	\$ 0.	\$ 0.	\$ 0.
ERIC R. CALHOUN C/O PIEDMONT FIN TR BOX 20124 GREENSBORO, NC 27420	TRUSTEE 0.50	0.	0.	0.
BRITT A. PREYER C/O PIEDMONT FIN TR BOX 20124 GREENSBORO, NC 27420	TRUSTEE 0.50	0.	0.	0.
PATRICIA S. AGNEW C/O PIEDMONT FIN TR BOX 20124 GREENSBORO, NC 27420	TRUSTEE 0.50	0.	0.	0.

Domestic Grants (Organizations)	2007	
Bell House Greensboro, NC	5,000	
Brenner Children's Hospital Winston-Salem, NC	3,000	
Cystic Fibrosis Foundation Bethesda, MD	10,000	
Friends For An Earlier Breast Cancer Test (Formerly Friends You Can Count On) Greensboro, NC	5,000	
Greater Greensboro Youth For Christ Greensboro, NC	3,000	
Green Hill Center for NC Art Greensboro, NC	3,000	
Greensboro Urban Ministry Greensboro, NC	18,174 31	
Guilford Child Development Greensboro, NC	3,000	
Joseph's House, Inc Greensboro, NC	10,000	
Maggie and Erma's House, Inc Greensboro, NC	5,000	
New Life Mobility Assistance Dogs Moravian Falls, NC	5,000	
Orange County Partnership for Young Children Chapel Hill, NC	5,000	
Rural Advancement Foundation International -RAFI Pittsboro, NC	20,000	
Salvation Army of Greensboro Greensboro, NC	20,000	
Sanctuary House Greensboro, NC	6,500	
SciTech Winston-Salem, NC	2,000	
The Triad Health Project	5,000	

Greensboro, NC		
Tristan's Quest/ SKIP	5,000	
Greensboro, NC		
University of North Carolina-Greensboro	10,000	
Greensboro, NC		
TOTAL DOMESTIC (Organizations)	\$143,674.31	
Updated 4/24/08 ko		

Domestic Grants
 Grants to Individuals
 Foreign Grants

143,674.31
 21,125.69
 164,000.00

 328,000.00

Foreign Grants (Organizations)	2007	
American Friends of Georgia Truro, MA	3,620	
Food for the Poor, Inc Coconut Creek, FL	5,000	
Haiti Outreach Ministries Fredericksburg, VA	5,000	
Hearts and Hands for Haiti Raleigh, NC	5,000	
Presbyterian Church USA for Joining Hands Louisville, KY	9,380	
Medicins Sans Frontieres (Doctor's Without Borders) New York, NY	40,000	
Operation SMILE Greensboro, NC	20,000	
Save the Children Westport, CT	30,000	
The Gladney Fund Fort Worth, TX	15,000	
UNICEF New York, NY	25,000	
Watoto Charitable Trust Newport, RI	6,000	
TOTAL FOREIGN MISSION CAUSES	\$164,000	
<i>Updated 4/24/08 ko</i>		

THE MARY LYNN RICHARDSON FUND

06-6025946

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

OTHER INVESTMENT INCOME				
				\$ 284,568.
			TOTAL	<u>\$ 284,568.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	\$ 75.	\$ 75.		
REVIEW AND AUDIT FEES	600.			\$ 600.
TOTAL	<u>\$ 675.</u>	<u>\$ 75.</u>	<u>\$ 0.</u>	<u>\$ 600.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATED TAXES PAID	\$ 3,500.			
EXCISE TAXES PAID WITH EXTENSION 990T	4,000.			
EXCISE TAXES PAID WITH 2006 EXTENSION	14,000.			
FOREIGN TAXES PAID		\$ 3,369.		
TOTAL	<u>\$ 21,500.</u>	<u>\$ 3,369.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCTG, CHARITABLE & GRANT ADMINISTRATION				
ADMINISTRATIVE EXPENSES- GRANTS	\$ 46,543.	\$ 11,636.		\$ 34,907.
INVESTMENT & ADVISOR FEES- PAIF	7,519.			7,519.
INVESTMENT & ADVISOR FEES- PSIF		53,488.		
INVESTMENT INTEREST EXPENSES		3,390.		
TAX PREPARATION FEE	500.	10,412.		
TOTAL	<u>\$ 54,562.</u>	<u>\$ 78,926.</u>	<u>\$ 0.</u>	<u>\$ 42,926.</u>

THE MARY LYNN RICHARDSON FUND

06-6025946

STATEMENT 8 (CONTINUED)
 FORM 990-PF, PART VIII, LINE 1
 LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
RAPHAEL BRENNAN MERMEY C/O PIED. FIN.; P.O. BOX 20124 GREENSBORO, NC 27420	TRUSTEE 0.50	\$ 0.	\$ 0.	\$ 0.
		TOTAL \$	0.	\$ 0.
			\$ 0.	\$ 0.

STATEMENT 9
 FORM 990-PF, PART XV, LINE 2A-D
 APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM: MARY LYNN RICHARDSON FUND
 NAME: PIEDMONT FINANCIAL TRUST COMPANY
 CARE OF: P O BOX 20124
 STREET ADDRESS: GREENSBORO, NC 27420
 CITY, STATE, ZIP CODE: 336-274-5471
 TELEPHONE: WRITTEN PROPOSAL WITH A COPY OF INTERNAL REVENUE SERVICE
 FORM AND CONTENT: EXEMPTION LETTER
 SUBMISSION DEADLINES: AUGUST 31 OF EACH CALENDAR YEAR
 RESTRICTIONS ON AWARDS: THE MARY LYNN RICHARDSON FUND PROVIDES BASIC NEEDS FUNDING
 (HEALTH, EDUCATIONAL AND SHELTER). THIS IS NOT A BRICKS
 AND MORTAR FUND. FUNDS AVAILABLE ARE DISBURSED 50% TO
 FOREIGN 501 (C) (3) ORGANIZATIONS AND 50% TO DOMESTIC 501
 (C) (3) ORGANIZATIONS. GRANTS TO INDIVIDUALS ARE FOR
 GENERAL SUPPORT FOR INDIGENT PERSONS AND FOR ASSISTANCE
 WITH THEIR MEDICAL EXPENSES. THESE GRANTS ARE LIMITED TO
 NON FAMILY PERSONS KNOWN BY ONE OF THE TRUSTEES AND ARE
 EXTREMELY RARE. DOMESTIC GRANTS ARE PAID TO ORGANIZATIONS
 WHOSE PROGRAMS IMPACT THE STATE OF NORTH CAROLINA.
 GUILFORD COUNTY PROGRAMS HAVE PREFERENCE OVER OTHER
 COUNTIES IN NORTH CAROLINA.

940000

Form **8868**
(Rev April 2007)

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
 - If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

Section 501(c) corporations required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for section 501(c) corporations required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization	Employer identification number
	THE MARY LYNN RICHARDSON FUND	06-6025946
	Number, street, and room or suite number. If a P O box, see instructions	
	C/O PIEDMONT FIN TRUST CO BOX 20124	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	GREENSBORO, NC 27420	

Check type of return to be filed (file a separate application for each return)

- | | | |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

• The books are in the care of ► PIEDMONT FINANCIAL TRUST CO

Telephone No ► 336/274-5471 FAX No. ► _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a section 501(c) corporation required to file Form 990-T) extension of time until 8/15, 2008, to file the exempt organization return for the organization named above.

The extension is for the organization's return for:

- calendar year 2007 or
- tax year beginning _____, 20____, and ending _____, 20____

2 If this tax year is for less than 12 months, check reason. Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	8,432.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	15,037.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev 4-2007)

• If you are filing for an **Additional (not automatic) 3-Month Extension, complete only Part II** and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (not automatic) 3-Month Extension of Time. You must file original and one copy.

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization THE MARY LYNN RICHARDSON FUND	Employer identification number 06-6025946
	Number, street, and room or suite number. If a P O box, see instructions. C/O PIEDMONT FIN TRUST CO BOX 20124	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. GREENSBORO, NC 27420	

Check type of return to be filed (File a separate application for each return)

- | | | | |
|--------------------------------------|--|--------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990 | <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust) | <input type="checkbox"/> Form 4720 | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 5227 | |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of **Piedmont Financial Trust Co**
Telephone No. **336/274-5471** FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **11/15**, 20**08**.
- For calendar year **2007**, or other tax year beginning _____, 20____, and ending _____, 20____.
- If this tax year is for less than 12 months, check reason. Initial return Final return Change in accounting period
- State in detail why you need the extension **ADDITIONAL INFORMATION IS NEEDED FROM A THIRD PARTY TO FILE A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$ 8,711.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$ 15,037.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instrs	8c \$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **K. Ruefenacht** Title **acct. manager** Date **8/7/2008**

Notice to Applicant. (To be Completed by the IRS)

- We **have** approved this application. Please attach this form to the organization's return.
- We **have not** approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely filed return. Please attach this form to the organization's return.
- We **have not** approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
- We **cannot consider** this application because it was filed after the extended due date of the return for which an extension was requested.
- Other _____

Director _____ By _____ Date _____

Alternate Mailing Address. Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above

Type or print	Name Piedmont Financial Trust Co.
	Number and street (include suite, room, or apartment number) or a P O. box number PO Box 20124
	City or town, province or state, and country (including postal or ZIP code) Greensboro, NC 27420-0124