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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation ALLEGHANY FOUNDATION		A Employer identification number 54-1027400
Number and street (or P.O. box number if mail is not delivered to street address) POST OFFICE BOX 1176	Room/suite	B Telephone number (540) 962-0970
City or town, state or province, country, and ZIP or foreign postal code COVINGTON, VA 24426		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 67,234,622. (Part I, column (d) must be on cash basis)	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		3,760,265.	3,760,265.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		4,744,127.			
b Gross sales price for all assets on line 6a		11,472,308.			
7 Capital gain net income			4,744,127.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		-89,068.	-76,662.		STATEMENT 2
12 Total. Add lines 1 through 11		8,415,324.	8,427,730.		
13 Compensation of officers, directors, trustees, etc		139,100.	13,910.		125,190.
14 Other employee salaries and wages		62,213.	17,628.		44,586.
15 Pension plans, employee benefits		34,197.	9,575.		24,623.
16a Legal fees STMT 3		11,163.	2,233.		8,930.
b Accounting fees STMT 4		63,290.	35,999.		27,291.
c Other professional fees STMT 5		540,844.	478,692.		62,152.
17 Interest					
18 Taxes STMT 6		107,902.	43,036.		1,539.
19 Depreciation and depletion		9,290.	0.		
20 Occupancy		26,819.	0.		26,819.
21 Travel, conferences, and meetings		40,595.	15,081.		25,514.
22 Printing and publications		8,622.	0.		8,622.
23 Other expenses STMT 7		33,874.	0.		33,874.
24 Total operating and administrative expenses. Add lines 13 through 23		1,077,909.	616,154.		389,140.
25 Contributions, gifts, grants paid		3,259,003.			2,173,787.
26 Total expenses and disbursements. Add lines 24 and 25		4,336,912.	616,154.		2,562,927.
27 Subtract line 26 from line 12		4,078,412.			
a Excess of revenue over expenses and disbursements			7,811,576.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			1,072,770.	841,714.	841,714.
	2 Savings and temporary cash investments					
	3 Accounts receivable ▶					
	Less allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U S and state government obligations					
	b Investments - corporate stock STMT 10	0.	4,097,787.	4,764,256.		
	c Investments - corporate bonds					
	11 Investments - land, buildings, and equipment basis ▶					
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 11	50,116,546.	50,582,925.	57,948,079.			
14 Land, buildings, and equipment basis ▶ 872,760.						
Less accumulated depreciation ▶ 32,236.	258,371.	840,524.	840,524.			
15 Other assets (describe ▶ STATEMENT 12)	2,457,119.	2,840,049.	2,840,049.			
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)	53,904,806.	59,202,999.	67,234,622.			
Liabilities	17 Accounts payable and accrued expenses	26,750.	52,994.			
	18 Grants payable	5,161,166.	6,246,382.			
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶ STATEMENT 13)	173,242.	160,632.			
	23 Total liabilities (add lines 17 through 22)	5,361,158.	6,460,008.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted	48,543,648.	52,742,991.			
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg, and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances	48,543,648.	52,742,991.				
31 Total liabilities and net assets/fund balances	53,904,806.	59,202,999.				

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	48,543,648.
2 Enter amount from Part I, line 27a	2	4,078,412.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	120,931.
4 Add lines 1, 2, and 3	4	52,742,991.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	52,742,991.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 11,472,308.		6,728,181.	4,744,127.

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			4,744,127.

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	4,744,127.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	2,731,741.	61,422,925.	.044474
2011	2,998,994.	60,561,229.	.049520
2010	3,208,195.	58,050,719.	.055265
2009	2,147,952.	53,462,934.	.040176
2008	1,838,643.	59,852,377.	.030720

2 Total of line 1, column (d)	2	.220155
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	.044031
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	64,952,608.
5 Multiply line 4 by line 3	5	2,859,928.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	78,116.
7 Add lines 5 and 6	7	2,938,044.
8 Enter qualifying distributions from Part XII, line 4 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	8	3,154,371.

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)		1	78,116.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
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	78,116.
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	78,116.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 80,000.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 90,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	170,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	4.	
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	91,880.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☒ 91,880. 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c 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? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a 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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.ALLEGHANYFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>MARY FANT DONNAN</u> Telephone no ► <u>540-962-0970</u> Located at ► <u>PO BOX 1176, COVINGTON, VA</u> ZIP+4 ► <u>24426</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 ► 15 N/A			
16	At any time during calendar year 2013, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 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 2013.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		139,100.	15,029.	0.

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

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

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

0

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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	62,511,459.
b	Average of monthly cash balances	1b	590,226.
c	Fair market value of all other assets	1c	2,840,049.
d	Total (add lines 1a, b, and c)	1d	65,941,734.
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	65,941,734.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	989,126.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	64,952,608.
6	Minimum investment return. Enter 5% of line 5	6	3,247,630.

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	3,247,630.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	78,116.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	78,116.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,169,514.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,169,514.
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	3,169,514.

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	2,562,927.
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	591,444.
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	3,154,371.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	78,116.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,076,255.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				3,169,514.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			2,436,336.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 3,154,371.				
a Applied to 2012, but not more than line 2a			2,436,336.	
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 2013 distributable amount				718,035.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (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 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				2,451,479.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

N/A

▶

☐ 4942(I)(3) or ☐ 4942(I)(5)

(4) Gross investment income

[illegible]

12

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				
ALLEGHANY COUNTY 9212 WINTERBERRY AVE COVINGTON, VA 24426	NONE	509(A)(1) GOVERNMENTAL AGENCY	LOCAL PARTICIPATION IN RVARC LEARNING TRIP	1,500.
ALLEGHANY COUNTY 9212 WINTERBERRY AVE COVINGTON, VA 24426	NONE	509(A)(1) GOVERNMENTAL AGENCY	JACKSON RIVER SCENIC TRAIL - PHASE II	5,894.
ALLEGHANY COUNTY 9212 WINTERBERRY AVE COVINGTON, VA 24426	NONE	509(A)(1) GOVERNMENTAL AGENCY	REGIONAL TIRE AMNESTY GRANT	15,500.
ALLEGHANY COUNTY 9212 WINTERBERRY AVE COVINGTON, VA 24426	NONE	509(A)(1) GOVERNMENTAL AGENCY	IN-CAR CAMERAS FOR THE SHERIFF'S DEPARTMENT	24,753.
ALLEGHANY COUNTY (ON BEHALF OF ALLEGHANY COUNTY UNITED FIRE AND RESCUE ASSO 9212 WINTERBERRY AVE COVINGTON, VA 24426	NONE	509(A)(1) GOVERNMENTAL AGENCY	STRUCTURAL FIREFIGHTING CLOTHING (TURNOUT GEAR)	76,323.
Total SEE CONTINUATION SHEET(S) ▶ 3a				2,173,787.
b Approved for future payment				
ALLEGHANY COUNTY (ON BEHALF OF ALLEGHANY COUNTY UNITED FIRE AND RESCUE ASSO 9212 WINTERBERRY AVE COVINGTON, VA 24426	NONE	509(A)(1) GOVERNMENTAL AGENCY	12-LEAD TRANSMISSION PROJECT	133,626.
ALLEGHANY HIGHLANDS ARTS & CRAFTS CENTER P.O. BOX 273 CLIFTON FORGE, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	MATCHING FUNDS, SIGNAGE, AND IMPROVED MARKETING	16,882.
ALLEGHANY HIGHLANDS ARTS COUNCIL P.O. BOX 261 COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	MATCHING FUNDS AND PERFORMING ARTS PROGRAMMING	28,198.
Total SEE CONTINUATION SHEET(S) ▶ 3b				2,488,026.

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

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

[illegible]

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

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

**Sign
Here**

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


Signature of officer or trustee

Date 4/14/14

 President
Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ X	Yes	☐	No
---	------------	--------------------------	-----------

**Paid
Preparer
Use Only**

Print/Type preparer's name

JEFF SMITH

Preparer's signature

M. K. Smith

Date

11/13/14

Check ☐ if self-employed

PTIN	
------	--

P00446095

Firm's name ► BROWN, EDWARDS & COMPANY, L.L.P.

Firm's EIN ▶ 54-0504608

Firm's address ► 124 NEWMAN AVENUE
HARRISONBURG, VA 22801

Phone no 540-434-6736

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	345.990 SH VANGUARD PRIMECAP	P	VARIOUS	01/31/13
b	33,521.289 SH VANGUARD PRIMECAP	P	VARIOUS	01/31/13
c	687.855 SH VANGUARD CAPITAL OPPORTUNITY FUND	P	VARIOUS	01/31/13
d	24,957.578 SH VANGUARD CAPITAL OPPORTUNITY FUND	P	VARIOUS	01/31/13
e	850 SH BERKSHIRE HATHAWAY INC DEL	P	02/04/13	04/17/13
f	3,240 SH COCA COLA CO COM	P	02/04/13	03/07/13
g	13,860 CORNING INC COM	P	05/15/13	08/20/13
h	1,340 SH KAMAN CORP COM	P	03/22/13	05/10/13
i	600 SH KAMAN CORP COM	P	03/22/13	05/13/13
j	970 SH KAMAN CORP COM	P	03/22/13	05/14/13
k	1,870 SH KAMAN CORP COM	P	03/25/13	05/15/13
l	3,000 SH LORILLARD INC COM	P	02/04/13	11/12/13
m	600 SH NEWMARKET CORP COM	P	02/04/13	06/25/13
n	1,270 SH STURM RUGER & CO INC COM	P	02/04/13	12/30/13
o	1,487 SH TIFFANY & CO NEW COM	P	02/04/13	03/22/13

(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 26,634.		16,490.	10,144.
b 2,580,469.		1,556,189.	1,024,280.
c 57,477.		34,317.	23,160.
d 2,085,455.		1,232,339.	853,116.
e 88,804.		82,342.	6,462.
f 126,814.		121,250.	5,564.
g 200,592.		215,356.	-14,764.
h 45,111.		48,242.	-3,131.
i 20,100.		21,601.	-1,501.
j 32,540.		34,924.	-2,384.
k 62,663.		67,693.	-5,030.
l 155,310.		117,839.	37,471.
m 157,242.		154,683.	2,559.
n 90,471.		65,409.	25,062.
o 102,976.		92,885.	10,091.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col. (k), but not less than "-0-")
a			10,144.
b			1,024,280.
c			23,160.
d			853,116.
e			6,462.
f			5,564.
g			-14,764.
h			-3,131.
i			-1,501.
j			-2,384.
k			-5,030.
l			37,471.
m			2,559.
n			25,062.
o			10,091.

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

2

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

3

ALLEGHANY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a 923 SH TIFFANY & CO NEW COM	P	02/04/13	03/25/13
b 208,562.020 SH GLOBAL EQUITY ALLOCATION FUND III	P	VARIOUS	08/12/13
c 754.8313 SH P2 CAPITAL FUND LTD CLASS A SERIES 11	P	VARIOUS	12/31/13
d 50,878.816 SH PIMCO TOTAL RETURN INST	P	VARIOUS	08/12/13
e TIFF ABSOLUTE RETURN POOL II	P	VARIOUS	12/31/13
f FROM K-1: KILTEARN GLOBAL EQUITY - STCG	P		12/31/13
g FROM K-1: KILTEARN GLOBAL EQUITY - LTCG	P		12/31/13
h FROM K-1: GMO FORESTRY 6-B - LTCG	P		12/31/13
i FROM K-1: GMO FORESTRY 8-B - LTCG	P		12/31/13
j FROM K-1: GMO FORESTRY 8-B - 1231	P		12/31/13
k FROM K-1: SILCHESTER INTERNAT'L: STCG	P		12/31/13
l FROM K-1: SILCHESTER INTERNAT'L: LTCG	P		12/31/13
m FROM K-1: TIFF SECONDARY PART I - LTCG	P		12/31/13
n FROM K-1: PRIVATE ADV DIST OPP - STCG	P		12/31/13
o FROM K-1: PRIVATE ADV DIST OPP - LTCG	P		12/31/13

(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 63,204.		57,655.	5,549.
b 1,900,000.		1,677,683.	222,317.
c 1,000,000.		581,906.	418,094.
d 550,000.		549,378.	622.
e 210,327.			210,327.
f 16,560.			16,560.
g 25,916.			25,916.
h -4,252.			-4,252.
i 338.			338.
j 2,772.			2,772.
k 58,811.			58,811.
l 693,290.			693,290.
m 67,976.			67,976.
n -5,464.			-5,464.
o -135,562.			-135,562.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col. (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			5,549.
b			222,317.
c			418,094.
d			622.
e			210,327.
f			16,560.
g			25,916.
h			-4,252.
i			338.
j			2,772.
k			58,811.
l			693,290.
m			67,976.
n			-5,464.
o			-135,562.

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

2

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

3

ALLEGHANY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a FROM K-1: PRIVATE ADV DIST OPP - 1231 GAIN		P		12/31/13
b FROM K-1: PRIVATE ADV SCBF II - STCG		P		12/31/13
c FROM K-1: PRIVATE ADV SCBF II - LTCG		P		12/31/13
d FROM K-1: PRIVATE ADV SCBF II - 1231 GAIN		P		12/31/13
e FROM K-1: MIT PRIV EQUITY FUND II - STCL		P		12/31/13
f FROM K-1: MIT PRIV EQUITY FUND II - LTCG		P		12/31/13
g FROM K-1: MIT PRIV EQUITY FUND II - 1231 GAIN		P		12/31/13
h FROM K-1: PRIV ADV SCBF III - STCG		P		12/31/13
i FROM K-1: PRIV ADV SCBF III - LTCG		P		12/31/13
j FROM K-1: PRIV ADV SCBF III - 1231 LOSS		P		12/31/13
k FROM K-1: MA INV FUND 1 - LTCG		P		12/31/13
l FROM K-1: MA INV FUND 1 - 1231 GAIN		P		12/31/13
m FROM K-1: MA RESOURCES FUND 1 - STCG		P		12/31/13
n FROM K-1: MA RESOURCES FUND 1 - LTCG		P		12/31/13
o FROM K-1: MA RESOURCES FUND 1 - 1231 GAIN		P		12/31/13

(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 5,638.			5,638.
b -73.			-73.
c 70,723.			70,723.
d 100.			100.
e 81.			81.
f 307,096.			307,096.
g 57.			57.
h 4,670.			4,670.
i 88,701.			88,701.
j 9,068.			9,068.
k 199.			199.
l 19,547.			19,547.
m 3,362.			3,362.
n 57,995.			57,995.
o 110.			110.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			5,638.
b			-73.
c			70,723.
d			100.
e			81.
f			307,096.
g			57.
h			4,670.
i			88,701.
j			9,068.
k			199.
l			19,547.
m			3,362.
n			57,995.
o			110.

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 }

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

2

3

ALLEGHANY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	FROM K-1: COMMONFUND NAT RESOURCES - STCG	P		12/31/13
b	FROM K-1: COMMONFUND NAT RESOURCES - LTCG	P		12/31/13
c	FROM K-1: COMMONFUND NAT RESOURCES - 1231 GAIN	P		12/31/13
d	FROM K-1: TIFF SEC PARTNERS II - SLTCG	P		12/31/13
e	FROM K-1: TIFF SEC PARTNERS II - LTCG	P		12/31/13
f	FROM K-1: TIFF SEC PARTNERS II - 1231 GAIN	P		12/31/13
g	FROM K-1: COLCHESTER GLOBAL - STCG	P		12/31/13
h	FROM K-1: COLCHESTER GLOBAL - LTCG	P		12/31/13
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 390.			390.
b 22,129.			22,129.
c 409.			409.
d 358.			358.
e 166,216.			166,216.
f 1.			1.
g -4,674.			-4,674.
h 26,810.			26,810.
i 416,821.			416,821.
j			
k			
l			
m			
n			
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			390.
b			22,129.
c			409.
d			358.
e			166,216.
f			1.
g			-4,674.
h			26,810.
i			416,821.
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) (If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7)	2	4,744,127.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ALLEGHANY HIGHLANDS ARTS & CRAFTS CENTER PO BOX 273 CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	FUNDRAISING AND MARKETING	1,242.
ALLEGHANY HIGHLANDS ARTS & CRAFTS CENTER P O BOX 273 CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	PRIMARY GUIDE SIGN ON I 64	5,496.
ALLEGHANY HIGHLANDS ARTS & CRAFTS CENTER P O BOX 273 CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	MATCHING FUNDS, WEBSITE, SOFTWARE, WORKSHOP	6,285.
ALLEGHANY HIGHLANDS ARTS & CRAFTS CENTER P.O. BOX 273 CLIFTON FORGE, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	MATCHING FUNDS, SIGNAGE, AND IMPROVED MARKETING	19,899.
ALLEGHANY HIGHLANDS ARTS COUNCIL P O BOX 261 COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	MATCHING FUNDS AND ARTIST-RESIDENCY PROGRAM	6,600.
ALLEGHANY HIGHLANDS ARTS COUNCIL P.O. BOX 261 COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	MATCHING FUNDS AND PERFORMING ARTS PROGRAMMING	35,662.
ALLEGHANY HIGHLANDS ARTS COUNCIL P O BOX 261 COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	ARTIST RESIDENCY ACTIVITIES AND MATCHING FUNDS	58,164.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	LOCAL PARTICIPATION IN RVARC LEARNING TRIP	815.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	GATEWAY SIGNS AT ENTRANCES TO THE ALLEGHANY HIGHLANDS AND INTERSTATE ATTRACTION SIGNS TO	1,600.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	ACV ARTISAN TRAIL NETWORK	2,000.
Total from continuation sheets				2,049,817.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 241 W. MAIN STREET COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	VISITOR CENTER FOR THE ALLEGHANY HIGHLANDS	3,338.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	DOWNTOWN TOURISM INITIATIVE	3,879.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	DEVELOPMENT OF STRATEGIES TO ENHANCE TOURISM ASSETS	5,209.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 241 W. MAIN STREET COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	TOURISM MARKETING PLAN	53,610.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 241 W. MAIN STREET COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	ALLEGHANY BLUEWAY INITIATIVE	69,689.
ALLEGHANY HIGHLANDS DRUG TASK FORCE 110 ROSEDALE AVE, SUITE A COVINGTON, VA 24426	NONE	509(A)(1) GOVERNMENTAL AGENCY	EQUIPMENT PURCHASE	14,504.
ALLEGHANY HIGHLANDS ECONOMIC DEVELOPMENT CORPORATION 1000 DABNEY DRIVE, SUITE 510 CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	EXECUTIVE DIRECTOR SALARY	22,375.
ALLEGHANY HIGHLANDS ECONOMIC DEVELOPMENT CORPORATION 1000 DABNEY DRIVE, SUITE 510 CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	EXECUTIVE DIRECTOR'S SALARY	86,268.
ALLEGHANY HIGHLANDS FREE CLINIC 322 W. RIVERSIDE STREET COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	PHARMACY SERVICES	7,518.
ALLEGHANY HIGHLANDS FREE CLINIC 322 W. RIVERSIDE STREET COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	PHYSICIAN RECRUITMENT PILOT PROJECT & MATCHING FUNDS SUPPORTING PRIMARY CARE	15,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ALLEGHANY HIGHLANDS FREE CLINIC 322 W. RIVERSIDE STREET COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	ADMINISTRATIVE SALARIES	58,070.
ALLEGHANY HIGHLANDS FREE CLINIC 322 W. RIVERSIDE STREET COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	PHYSICIAN ASSISTANT	58,975.
ALLEGHANY HIGHLANDS GENEALOGICAL SOCIETY 515 E. PINE STREET COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	CHALLENGE GRANT TO PURCHASE ARCHIVAL MATERIALS AND TECHNOLOGY AND EQUIPMENT UPGRADES	14,785.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	CENTRAL CHILD CARE CENTER SECURITY SYSTEM	859.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	LEADERSHIP AND CIVILITY CLASSES	2,500.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	DIABETES PREVENTION PROGRAM DEVELOPMENT	2,578.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	LEADERSHIP AND CIVILITY CLASSES	3,950.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	AFTER PROM EVENTS (FOR TWO YEARS)	6,357.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	REMAINING COSTS OF JETER WATSON RENOVATIONS	7,998.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	RETIRE THE CAPITAL CONSTRUCTION DEBT, POOL & SPA EQUIPMENT	16,833.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	SUSTAINING CAMPAIGN MATCH	25,000.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	MATCHING FUNDS FOR PLAYGROUND EQUIPMENT	49,048.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	TECHNOLOGY UPGRADES AND SECURITY EQUIPMENT FOR THE CHILDCARE CENTER, AFTERSCHOOL PROGRAM, WELLNESS	60,616.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	VIRGINIA PRESCHOOL INITIATIVE AND CHILD CARE	65,309.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	VIRGINIA PRESCHOOL INITIATIVE AND CHILD CARE SCHOLARSHIPS	170,000.
ALLEGHANY HUMANE SOCIETY PO BOX 60 LOW MOOR, VA 24457	NONE	509(A)(1) PUBLIC CHARITY	FULL-TIME SHELTER MANAGER POSITION	13,649.
BATH ANIMAL WELFARE FOUNDATION P O BOX 716 HOT SPRINGS, VA 24445	NONE	509(A)(1) PUBLIC CHARITY	MEDICAL/VETERINARY EXPENSES	1,579.
BOTETOURT COUNTY 1 W.MAIN STREET, NO.1 FINCASTLE, VA 24090	NONE	509(A)(1) GOVERNMENTAL AGENCY	MATCHING GRANT FOR PUBLIC ACCESS POINT ALONG THE JAMES RIVER (GALA RIVER ACCESS)	5,000.
C & O HISTORICAL SOCIETY 312 RIDGEWAY STREET CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	RAILWAY HERITAGE CENTER - CONTINUED	535.
C & O HISTORICAL SOCIETY 312 E. RIDGEWAY STREET CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	RESTORATION OF SHENANDOAH PULLMAN SLEEPER CAR	2,525.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
C & O HISTORICAL SOCIETY 312 E. RIDGEWAY STREET CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	SHARED GENERAL MANAGER FOR ALLEGHANY HISTORICAL SOCIETY AND C&O HISTORICAL SOCIETY'S HERITAGE	11,164.
CHARLES P. JONES MEMORIAL LIBRARY 406 W. RIVERSIDE STREET COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	TECHNOLOGY UPGRADES, INCLUDING PUBLIC ACCESS COMPUTERS, SOFTWARE, MULTIMEDIA EQUIPMENT, AND ONLINE	15,875.
CITY OF COVINGTON 333 W. LOCUST STREET COVINGTON, VA 24426	NONE	509(A)(1) GOVERNMENTAL AGENCY	LOCAL PARTICIPATION IN RVARC LEARNING TRIP	815.
CITY OF COVINGTON 333 W. LOCUST STREET COVINGTON, VA 24426	NONE	509(A)(1) GOVERNMENTAL AGENCY	JACKSON RIVER BOAT ACCESS	150,000.
CLIFTON FORGE LITTLE LEAGUE, INC. PO BOX 77 CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	PHASE 3 - ADA BATHROOM & CONCESSION AT COL. DOTSON SPORTS COMPLEX	5,000.
CLIFTON FORGE MAIN STREET 501 E. RIDGEWAY STREET CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	DOUTHAT SHUTTLE SERVICE PILOT STUDY	10,448.
DABNEY S. LANCASTER COMMUNITY COLLEGE P.O. BOX 1000 CLIFTON FORGE, VA 24422	NONE	509(A)(1) GOVERNMENTAL AGENCY	CONTINUATION & EXPANSION OF EMS TRAINING PROGRAM	43,572.
DABNEY S. LANCASTER COMMUNITY COLLEGE P O BOX 1000 CLIFTON FORGE, VA 24422	NONE	509(A)(1) GOVERNMENTAL AGENCY	EXPANSION OF THE ALLEGHANY NURSING PROGRAM (OVER TWO YEARS)	51,343.
DABNEY S. LANCASTER COMMUNITY COLLEGE P O BOX 1000 CLIFTON FORGE, VA 24426	NONE	509(A)(1) GOVERNMENTAL AGENCY	EMT TRAINING	58,030.
DABNEY S. LANCASTER COMMUNITY COLLEGE PO BOX 1000 CLIFTON FORGE, VA 24422	NONE	509(A)(1) GOVERNMENTAL AGENCY	MATH & PHYSICS TEACHING POSITION SUPPORTING THE JACKSON RIVER GOVERNOR'S SCHOOL	150,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
DSLCC EDUCATIONAL FOUNDATION 1000 DABNEY DRIVE CLIFTON FORGE, VA 24422	NONE	509(A)(1) GOVERNMENTAL AGENCY	EXPENSES RELATED TO ECONOMIC AND FUND RAISING EVENTS	10,000.
FEEDING AMERICA SOUTHWEST VIRGINIA 1025 ELECTRIC ROAD SALEM, VA 24153	NONE	509(A)(1) PUBLIC CHARITY	REFRIGERATED TRUCK	28,000.
GARTH NEWEL MUSIC CENTER PO BOX 240 WARM SPRINGS, VA 24484	NONE	509(A)(1) PUBLIC CHARITY	ALLEGHENY MOUNTAIN STRING PROJECT	6,498.
GARTH NEWEL MUSIC CENTER P O BOX 240 WARM SPRINGS, VA 24484	NONE	509(A)(1) PUBLIC CHARITY	ALLEGHENY MOUNTAIN STRING PROJECT	12,661.
JACKSON RIVER ENTERPRISES 825 W. EDMONT DRIVE COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	RELOCATE EQUIPMENT AND OPTIMIZE JRE FACILITY	723.
JACKSON RIVER ENTERPRISES 825 W. EDMONT DRIVE COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	CONTINUE TO OPTIMIZE JRE FACILITY	27,768.
JACKSON RIVER ENTERPRISES 825 W. EDMONT DRIVE COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	MARKETING MANAGER TO INCREASE BASKET SALES	41,628.
JOINT SCHOOL SYSTEMS - ALLEGHANY COUNTY PUBLIC SCHOOLS & COVINGTON CITY PUB P.O. BOX 140 LOW MOOR, VA 24457	NONE	509(A)(1) GOVERNMENTAL AGENCY	MENTAL HEALTH INITIATIVE	53,700.
JOINT SCHOOL SYSTEMS - ALLEGHANY COUNTY PUBLIC SCHOOLS & COVINGTON CITY PUB PO DRAWER 140 LOW MOOR, VA 24457	NONE	509(A)(1) GOVERNMENTAL AGENCY	NURSING PROGRAM	151,539.
LOCAL OFFICE ON AGING P.O. BOX 14205 ROANOKE, VA 24038	NONE	509(A)(1) PUBLIC CHARITY	PURCHASE 15-PASSENGER VAN	37,395.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MASONIC THEATRE PRESERVATION FOUNDATION P O BOX 119 CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	REHABILITATION OF THE HISTORIC MASONIC THEATRE	125,388.
MOUNTAIN SOIL & WATER CONSERVATION DISTRICT P.O. BOX 310 WARM SPRINGS, VA 24484	NONE	509(A)(1) GOVERNMENTAL AGENCY	ENVIRONMENTAL EDUCATION PROGRAMMING	1,278.
MOUNTAIN SOIL & WATER CONSERVATION DISTRICT P O BOX 310 WARM SPRINGS, VA 24484	NONE	509(A)(1) GOVERNMENTAL AGENCY	KARST EDUCATION FOR ALLEGHANY COUNTY	1,848.
MOUNTAIN SOIL & WATER CONSERVATION DISTRICT PO BOX 310 WARM SPRINGS, VA 24484	NONE	509(A)(1) GOVERNMENTAL AGENCY	ENVIRONMENTAL EDUCATION PROGRAMMING	8,060.
MOUNTAIN SOIL & WATER CONSERVATION DISTRICT P O BOX 310, 2ND FLOOR WARM SPRINGS, VA 24484	NONE	509(A)(1) GOVERNMENTAL AGENCY	ENVIRONMENTAL EDUCATION PROGRAMMING	17,974.
SAFEHOME SYSTEMS, INC. P O BOX 748 COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	SECURITY SYSTEM FOR FACILITY	7,660.
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PLAZA, SUITE 350 ATLANTA, GA 30303	NONE	509(A)(1) PUBLIC CHARITY	HOST SPONSORSHIP FOR LOCAL EVENTS AT 2013 ANNUAL MEETING	5,000.
SOUTHWEST VA AHEC 905 BEN BOLT AVE TAZEWELL, VA 24651	NONE	509(A)(1) PUBLIC CHARITY	SUMMER YOUTH VOLUNTEER PROGRAM	10,939.
THE CLIFTON FORGE COMPANY P O BOX 406 CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	BUILDING IMPROVEMENT, EDUCATIONAL, MARKETING, AND PERSONNEL	5,506.
TOWN OF CLIFTON FORGE P O BOX 631 CLIFTON FORGE, VA 24422	NONE	509(A)(1) GOVERNMENTAL AGENCY	LIBRARY DIGITAL ENHANCEMENTS	186.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

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Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	HOST TWO FISHING EVENTS IN ALLEGHANY HIGHLANDS IN 2014	25,000.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	PHASE I ENHANCEMENTS AT FALLING SPRING FALLS WAYSIDE PARK	59,986.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	REGIONAL VISITORS GUIDE, MUSIC TRAIL, ADVERTISING & MARKETING	89,510.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	DOWNTOWN TOURISM INITIATIVE	136,121.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALLOW ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	MARKETING THE ALLEGHANY HIGHLANDS 2014 - 2016	390,000.
ALLEGHANY HIGHLANDS ECONOMIC DEVELOPMENT CORPORATION 1000 DABNEY DRIVE, SUITE 510 CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	EXECUTIVE DIRECTOR SALARY	22,375.
ALLEGHANY HIGHLANDS FREE CLINIC 322 W. RIVERSIDE STREET COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	PHYSICIAN RECRUITMENT PILOT PROJECT & MATCHING FUNDS SUPPORTING PRIMARY CARE	63,000.
ALLEGHANY HIGHLANDS FREE CLINIC 322 W. RIVERSIDE STREET COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	DENTAL CLINIC	200,000.
ALLEGHANY HIGHLANDS FREE CLINIC/RIVERSIDE HEALTH CENTER 322 W RIVERSIDE STREET COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	PHARMACY SERVICES	16,416.
ALLEGHANY HIGHLANDS FREE CLINIC/RIVERSIDE HEALTH CENTER 322 W. RIVERSIDE STREET COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	PERSONNEL EXPENSES	156,065.
Total from continuation sheets				2,309,320.

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	MATCHING FUNDS FOR PLAYGROUND EQUIPMENT	952.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	ENERGY STUDY	10,000.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	PAID AND VOLUNTEER STAFF TRAINING AND EDUCATIONAL ATTAINMENT	15,000.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	DIABETES PREVENTION PROGRAM DEVELOPMENT	22,422.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	2014 ANNUAL CAMPAIGN MATCH	25,000.
C & O HISTORICAL SOCIETY 312 E. RIDGEWAY STREET CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	MATCHING FUNDS FOR ADDITIONAL TRACK AT HERITAGE CENTER AND SMITH CREEK YARD	39,642.
CITY OF COVINGTON 333 W LOCUST STREET COVINGTON, VA 24426	NONE	509(A)(1) GOVERNMENTAL AGENCY	RESTORATION OF ENGINE #701	36,000.
CLIFTON FORGE LITTLE LEAGUE, INC. PO BOX 77 CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	PHASE 3 - ADA BATHROOM & CONCESSION AT COL. DOTSON SPORTS COMPLEX	85,000.
CLIFTON FORGE MAIN STREET 501 E. RIDGEWAY STREET CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	DOUTHAT SHUTTLE SERVICE PILOT STUDY	1,472.
DABNEY S. LANCASTER COMMUNITY COLLEGE P O BOX 1000 CLIFTON FORGE, VA 24422	NONE	509(A)(1) GOVERNMENTAL AGENCY	CONTINUATION AND EXPANSION OF EMS TRAINING PROGRAM	261,395.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

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
GARTH NEWEL MUSIC CENTER PO BOX 240 WARM SPRINGS, VA 24484	NONE	509(A)(1) PUBLIC CHARITY	ALLEGHENY MOUNTAIN STRING PROJECT	13,631.
JACKSON RIVER ENTERPRISES 825 W. EDMONT DRIVE COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	FULLTIME MARKETING POSITION AND SECURITY CAMERA SYSTEM	35,250.
JOINT SCHOOL SYSTEMS - ALLEGHANY COUNTY PUBLIC SCHOOLS & COVINGTON CITY PUB PO DRAWER 140 LOW MOOR, VA 24457	NONE	509(A)(1) PUBLIC CHARITY	MENTAL HEALTH INITIATIVE	174,783.
MOUNTAIN SOIL & WATER CONSERVATION DISTRICT P.O. BOX 310 WARM SPRINGS, VA 24484	NONE	509(A)(1) GOVERNMENTAL AGENCY	ENVIRONMENTAL EDUCATION PROGRAMMING	33,722.
SAFEHOME SYSTEMS, INC. P.O. BOX 748 COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	ARCHITECTURAL ASSESSMENT	5,000.
SOUTHWEST VA AHEC 905 BEN BOLT AVENUE TAZEWELL, VA 24651	NONE	509(A)(1) PUBLIC CHARITY	YOUTH VIP PROGRAM AT LEWISGALE HOSPITAL ALLEGHANY	8,452.
STONEWALL JACKSON AREA COUNCIL (BOY SCOUT TROUP #31) 801 HOPEMAN PARKWAY WAYNESBORO, VA 22980	NONE	509(A)(1) PUBLIC CHARITY	PURCHASE OF STORAGE TRAILER	2,800.
THE CLIFTON FORGE COMPANY P O BOX 406 CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	BUILDING IMPROVEMENT, EDUCATIONAL, MARKETING, AND PERSONNEL	79,819.
TOWN OF CLIFTON FORGE P O BOX 631 CLIFTON FORGE, VA 24422	NONE	509(A)(1) GOVERNMENTAL AGENCY	LIBRARY COMPUTER AND SOFTWARE UPGRADES	20,363.
TOWN OF CLIFTON FORGE PO BOX 631 CLIFTON FORGE, VA 24422	NONE	509(A)(1) GOVERNMENTAL AGENCY	LOWER ROXBURY COMPREHENSIVE COMMUNITY DEVELOPMENT PROJECT	130,000.
Total from continuation sheets				

3 Grants and Contributions Approved for Future Payment (Continuation)

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)				
TOWN OF CLIFTON FORGE P O BOX 631 CLIFTON FORGE, VA 24422	NONE	509(A)(1) GOVERNMENTAL AGENCY	FINAL DESIGN & CONSTRUCTION OF SMITH CREEK CORRIDOR TRAIL, SEGMENT 3	150,144.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM
GATEWAY SIGNS AT ENTRANCES TO THE ALLEGHANY HIGHLANDS AND INTERSTATE
ATTRACTION SIGNS TO ENCOURAGE TOURISM AND DOWNTOWN DEVELOPMENT

NAME OF RECIPIENT - ALLEGHANY HIGHLANDS YMCA
TECHNOLOGY UPGRADES AND SECURITY EQUIPMENT FOR THE CHILDCARE CENTER,
AFTERSCHOOL PROGRAM, WELLNESS FACILITY, AND STAFF

NAME OF RECIPIENT - C & O HISTORICAL SOCIETY
SHARED GENERAL MANAGER FOR ALLEGHANY HISTORICAL SOCIETY AND C&O
HISTORICAL SOCIETY'S HERITAGE CENTER

NAME OF RECIPIENT - CHARLES P. JONES MEMORIAL LIBRARY
TECHNOLOGY UPGRADES, INCLUDING PUBLIC ACCESS COMPUTERS, SOFTWARE,
MULTIMEDIA EQUIPMENT, AND ONLINE SUBSCRIPTIONS FOR GRANT RESEARCH

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ABERDEEN GMO GLOBAL EQUITY ALLOCATION FUND III	40,896.	0.	40,896.	40,896.	
PIMCO TOTAL RETURN FUND	986,551.	391,601.	594,950.	594,950.	
PORTFOLIO INTEREST & DIVIDENDS	143,483.	25,007.	118,476.	118,476.	
	3,006,156.	213.	3,005,943.	3,005,943.	
TO PART I, LINE 4	4,177,086.	416,821.	3,760,265.	3,760,265.	

FORM 990-PF	OTHER INCOME			STATEMENT 2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	
OTHER INVESTMENT INCOME (LOSS)	-76,662.	-76,662.		
OTHER INVESTMENT INCOME (UBTI)	-12,406.	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11	-89,068.	-76,662.		

FORM 990-PF	LEGAL FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	11,163.	2,233.		8,930.
TO FM 990-PF, PG 1, LN 16A	11,163.	2,233.		8,930.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	63,290.	35,999.		27,291.	
TO FORM 990-PF, PG 1, LN 16B	63,290.	35,999.		27,291.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES & EXPENSES	478,692.	478,692.		0.	
CONSULTING FEES	62,152.	0.		62,152.	
TO FORM 990-PF, PG 1, LN 16C	540,844.	478,692.		62,152.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE & INCOME TAXES	63,327.	0.		0.	
FOREIGN TAXES	43,036.	43,036.		0.	
LICENSES & TAXES	1,539.	0.		1,539.	
TO FORM 990-PF, PG 1, LN 18	107,902.	43,036.		1,539.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PUBLIC RELATIONS	14,983.	0.		14,983.	
OFFICE SUPPLIES	11,281.	0.		11,281.	
INSURANCE	7,610.	0.		7,610.	
TO FORM 990-PF, PG 1, LN 23	33,874.	0.		33,874.	

FOOTNOTES	STATEMENT	8
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PAGE 1, LINE 25: RECONCILIATION OF GRANTS PAID TO EXPENSE

TOTAL GRANTS PAID (NET), CASH BASIS	2,173,787.
LESS: GRANTS PAID IN CURRENT YEAR, ACCRUED IN PRIOR YEAR	-1,374,768.
ADD: GRANTS AUTHORIZED IN CURRENT YEAR, BUT UNPAID	2,488,026.
LESS: CURRENT NET MODIFICATIONS TO PRIOR YEAR ACCRUED GRANTS	-28,042.

GRANT EXPENSE, ACCRUAL BASIS	3,259,003.
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FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
DESCRIPTION		AMOUNT	
NET TIMING DIFFERENCES FROM INVESTMENTS IN LIMITED PARTNERSHIPS		120,931.	
TOTAL TO FORM 990-PF, PART III, LINE 3		120,931.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
LONDON COMPANY PORTFOLIO	4,097,787.	4,764,256.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,097,787.	4,764,256.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LTD PARTNERSHIP INTEREST - COLCHESTER GLOBAL BOND	COST	4,343,840.	4,216,652.
LTD PARTNERSHIP INTEREST - COMMONFUND CNRP	COST	601,312.	701,493.
LTD PARTNERSHIP INTEREST - FORESTER OFFSHORE A2	COST	698,097.	934,215.
LTD PARTNERSHIP INTEREST - FORESTER OFFSHORE B2	COST	1,034,376.	1,396,158.
LTD PARTNERSHIP INTEREST - GMO FORESTRY 6-B	COST	0.	0.
LTD PARTNERSHIP INTEREST - GMO FORESTRY 8-B	COST	222,551.	564,489.
LTD PARTNERSHIP INTEREST - MA INVESTORS FUND	COST	1,863,056.	2,074,918.
LTD PARTNERSHIP INTEREST - MA RESOURCES FUND	COST	723,540.	654,147.
LTD PARTNERSHIP INTEREST - MIT PRIVATE EQUITY FUND II LP	COST	933,278.	1,075,527.
LTD PARTNERSHIP INTEREST - PRIVATE ADVISORS SMALL CO. BUYOUT FUND II	COST	414,055.	483,630.
LTD PARTNERSHIP INTEREST - PRIVATE ADVISORS SMALL CO. BUYOUT FUND III	COST	1,025,331.	1,074,244.
LTD PARTNERSHIP INTEREST - PROPERTY HOLDINGS IV LLC	COST	1,261,177.	396,398.

LTD PARTNERSHIP INTEREST - SILCHESTER INTERNATIONAL VALUE EQUITY TRUST	COST	7,309,890.	9,317,815.
LTD PARTNERSHIP INTEREST - TIFF ABSOLUTE RETURN POOL II	COST	2,358,143.	4,674,871.
LTD PARTNERSHIP INTEREST - TIFF SECONDARY PARTNERS II LLC	COST	892,749.	1,503,519.
LTD PARTNERSHIP INTEREST - TIFF SECONDARY PARTNERS LLC	COST	1,385,595.	565,154.
LTD PARTNERSHIP INTEREST: P2 CAPITAL SERIES A	COST	918,096.	1,623,725.
MUTUAL FUND - ABERDEEN FUNDS	COST	3,212,403.	3,025,001.
MUTUAL FUND - GMO EQUITY ALLOC FUND III	COST	12,117,037.	14,028,753.
MUTUAL FUND - PIMCO TOTAL RETURN FUND	COST	4,533,218.	4,488,102.
MUTUAL FUND - VANGUARD CAPITAL OPPORTUNITY ADM	COST	0.	0.
MUTUAL FUND - VANGUARD PRIME MMF	COST	1,598,534.	1,598,534.
MUTUAL FUND - VANGUARD PRIMECAP FUND ADMIRAL	COST	0.	0.
LTD PARTNERSHIP INTEREST: KILTEARN GLOBAL EQUITY FUND	COST	3,136,647.	3,550,734.
TOTAL TO FORM 990-PF, PART II, LINE 13		50,582,925.	57,948,079.

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST & DIVIDENDS RECEIVABLE	249,019.	280,261.	280,261.
TAX REFUNDS RECEIVABLE	8,100.	14,151.	14,151.
PROCEEDS RECEIVABLE	2,200,000.	2,545,637.	2,545,637.
TO FORM 990-PF, PART II, LINE 15	2,457,119.	2,840,049.	2,840,049.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 13
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED TAX LIABILITY	173,242.	160,632.	
TOTAL TO FORM 990-PF, PART II, LINE 22	173,242.	160,632.	

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARY FANT DONNAN 206 GILPIN AVENUE COVINGTON, VA 24426	EXECUTIVE DIRECTOR 40.00	139,100.	15,029.	0.
CHARLES W. KAHLE 1235 CRESTWOOD DRIVE CLIFTON FORGE, VA 24422	PRESIDENT / DIRECTOR 2.00	0.	0.	0.
DR. LEO T. MULCAHY 400 PINEY RIDGE ROAD COVINGTON, VA 24422	SECRETARY/ TREASURER / DIR 1.00	0.	0.	0.
DR. MICHELE BALLOU 521 THORTON AVENUE CLIFTON FORGE, VA 24422	DIRECTOR 1.00	0.	0.	0.
THOMAS P. DEAN 1326 FORESTER ROAD CLIFTON FORGE, VA 24422	DIRECTOR 1.00	0.	0.	0.
ANDREW D. DRESZER PO BOX 244 COVINGTON, VA 24426	DIRECTOR 1.00	0.	0.	0.
JAMES R. ELLER 1201 CRESTWOOD AVENUE CLIFTON FORGE, VA 24422	DIRECTOR 1.00	0.	0.	0.
JACK A. HAMMOND P O BOX 306 IRON GATE, VA 244810306	DIRECTOR 1.00	0.	0.	0.
LISA H. SCHOPPMAYER 105 PIONEER ROAD COVINGTON, VA 24426	DIRECTOR 1.00	0.	0.	0.
GEORGE C. SNEAD, JR. 953 INGALLS STREET IRON GATE, VA 244810306	DIRECTOR 1.00	0.	0.	0.
LYNDA THOMPSON 309 CLEARWATER DRIVE COVINGTON, VA 24426	DIRECTOR 1.00	0.	0.	0.

JOHN WILLIAMS 2419 SULFUR SPRINGS ROAD CLIFTON FORGE, VA 24422	DIRECTOR 1.00	0.	0.	0.
ANNE L. WRIGHT 1414 COVE CREEK ROAD COVINGTON, VA 24426	DIRECTOR 1.00	0.	0.	0.
DR. WALLACE C. NUNLEY P.O. BOX 76 CLIFTON FORGE, VA 24422	DIRECTOR EMERITUS 0.00	0.	0.	0.
PATRICK H. WINSTON, JR. 1702 WILLOW WIND CIRCLE HENRICO, VA 23238	DIRECTOR EMERITUS 0.00	0.	0.	0.
HARRISON L. FRIDLEY, JR. 11 SIXTY WEST DRIVE LEXINGTON, VA 24450	DIRECTOR EMERITUS 1.00	0.	0.	0.
GEORGE J. KOSTEL 3113 LONGDALE FURNACE ROAD CLIFTON FORGE, VA 24422	DIRECTOR EMERITUS 0.00	0.	0.	0.
JAMES D. SNYDER, ESQUIRE P.O. DRAWER 635 CLIFTON FORGE, VA 24422	DIRECTOR EMERITUS 1.00	0.	0.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

139,100.

15,029.

0.

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868

OMB No. 1545-1709

- 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.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

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

A corporation 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.

Enter filer's identifying number

Type or print	Name of exempt organization or other filer, see instructions. ALLEGHANY FOUNDATION	Employer identification number (EIN) or 54-1027400
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. POST OFFICE BOX 1176	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. COVINGTON, VA 24426	

Enter the Return code for the return that this application is for (file a separate application for each return)

07

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

MARY FANT DONNAN

- The books are in the care of ► **PO BOX 1176 - COVINGTON, VA 24426**

Telephone No. ► **540-962-0970**

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.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **NOVEMBER 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year **2013** or
- ☐ tax year beginning , and ending

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 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.	3b	\$	10,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

- 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. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	ALLEGHANY FOUNDATION	54-1027400
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	POST OFFICE BOX 1176	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	COVINGTON, VA 24426	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

MARY FANT DONNAN

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Telephone No. ☒ 540-962-0970

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.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.

5 For calendar year 2013, or other tax year beginning ☐ , and ending ☐.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

THE FOUNDATION HAS NOT RECEIVED ALL THE FORM 1065 SCHEDULE K-1S FROM ITS ALTERNATIVE INVESTMENTS. THESE K-1S ARE NEEDED TO PROPERLY DETERMINE THE INVESTMENT EXCISE TAX FOR AN ACCURATE FILING.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	170,000.
b If this application is for Forms 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	\$	170,000.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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 ☐

Title ☐

Date ☐

Form 8868 (Rev. 1-2014)